

The Gates of Hell

Grimoire of Cosmic Entities Volume One

By Eli Atkinson, William Church and Serge W. Desir, Jr.

Original Concept by Serge W. Desir, Jr.



Chapter Three: Prestige Classes of Perdition

The Gates of Hell

by Eli Atkinson, Will Church and Serge W. Desir, Jr.
Original Concept by Serge W. Desir, Jr.

**Development Team:**

Eli Atkinson, Will Church, Michael Chidester,
Serge W. Desir, Jr., Sean Johnston, Michael Jones,
Joe Karpan, Nicholas Varasse

**Graphic Production:**

Eli Atkinson

**Dicefreaks Logo Design:** Tim Moore**Additional Thanks:**

Robert Coutier, John Harris, Dana M. McVey, Adam
Silva-Miramon, Alan Jacobs Richardson, William
Teebay, Simon Xu



The focus of this text thus far has been almost exclusively on the nature of the Outsiders that inhabit Hell, collectively referred to as devils. However, it should be noted that the same ideals to which the entirety of Hell holds to can be found in almost any place. On the Prime Material in particular there are many mortals that have been seduced by diabolical philosophies. From time to time such individuals swear themselves to diabolical masters with powerful, binding oaths, hoping in return for power to pursue their dark desires.

Such oaths should never be taken lightly. Although the benefits can be great, the swearer finds himself progressively coming further and further under the dominion of his liege lord. The Devotee of Darkness is a good example of such an oath, while greater oaths allow a character to literally 'sell his soul' in return for great power in mortality. In addition to their own benefits, these oaths are often the key to entrance into the diabolical orders and priesthoods.

Those who take on diabolical service in this manner are wholly evil and almost irredeemable. Whether one becomes a toll warden of Mammon, taking larceny to a whole new level, or joins the ranks of the cardinals of Asmodeus, performing the unholy sacraments of the Overlord of Hell, such individuals have chosen a path that leads into the darkness and swallows the last of the light. Treating with such individuals is dangerous in the extreme and good characters should shun them at all costs. Indeed, in reading descriptions of the power attainable to the sworn servant of Hell, be wary! It is vital that these things not be allowed to seduce you from the path of righteousness.

Taken from the only surviving copy of *Le Power Diabolique* (authorship unknown), found within the desecrated ruins of a temple to Celzar during the Fifth Age.

New Feats

This treatise includes details of a new type of feat, the diabolical oath. Diabolical oaths are only open to those of Lawful Evil or Neutral Evil alignment who consciously, and of their own free will, swear to serve the cause of Hell. Diabolical oaths usually can only be accessed as a result of a meeting with a true devil, or after performance of a heinous incantation. A character that has taken a diabolical oath radiates an aura of evil equal to a cleric with levels equal to his hit dice. In the case of Devotee of Darkness and Soulsworn, the patron of the oath has the ability to revoke the oath at any time. Only the most powerful servants of Good can otherwise release a character from the effects of a diabolical oath; the

method of such a release is detailed in the oath's description. In either case, though, once the diabolical oath has been spurned, no new feat is gained in its place.

Aura of Ice [Epic]

You don't just ignore the cold; you embody it.

Prerequisites: Cold immunity.

Benefit: You radiate intense cold in a 10-foot-radius, dealing 1d6 points of cold damage per round to all creatures within the radius. The cold is so severe that mundane protections (such as multiple layers of heavy clothing) are ineffectual against it. Only cold resistance or cold immunity prevents this damage.

Automatic Quicken Spell-like Ability [Epic]

You can use one of your spell-like abilities with a moment's thought.

Prerequisites: Quicken Spell-like Ability, Spellcraft 24 ranks, spell-like ability caster level 21st.

Benefit: Select one of your spell-like abilities for which you already have Quicken Spell-like Ability. That ability is now always usable as a swift action, regardless of how often you may use it.

Normal: Spell-like abilities may only be quickened a maximum of 3/day.

Backstabber [General]

You know how to exploit the trust of others for your own ends.

Prerequisites: Impostor

Benefits: You gain a +2 bonus on Bluff checks. Any time you hit an opponent in combat when they are flat-footed, flanked, or otherwise denied their Dexterity bonus to armor class, you deal an additional 2 points of damage. If a ranged attack, the opponent must be within 30 feet to take the extra damage. Creatures immune to critical hits are likewise immune to this damage. The damage dealt with Backstabber stacks with sneak attack damage.

Baneful Oath [Epic]

Your attacks deal great damage to the focus of your blood oath.

Prerequisites: Intimidate 24 ranks, greater blood oath class feature.

Benefits: Any weapon that you wield against the focus of your blood oath is treated as a bane weapon, dealing an additional 2d6 points of damage on every successful strike, and increasing its enhancement bonus on attack by +2.

Blood Oath Rally [Epic]

You rally your troops to greater heights when fighting the focus of your blood oath.

Prerequisites: Greater blood oath class feature, infernal rally class feature.

Benefits: When you perform an infernal rally prior to engaging an enemy unit that includes the target of your blood oath, the morale bonus to attacks granted to your troops increases by one third of the Constitution damage dealt in swearing the blood oath, and an equal number of additional d8 temporary hit points are granted. The maximum morale bonus granted in this instance is increased to +6, but all benefits apply only for so long as the focus of the blood oath is within sight (if said focus were to turn invisible the bonuses would be suppressed to those normally

granted by infernal rally; they would return only if the focus of the blood oath became visible again before the end of the infernal rally). Thus if Guldag has sworn a blood oath by dealing himself 6 points of Constitution drain, his blood oath rally grants his troops a +3 morale bonus to attacks and 3d8 temporary hit points, plus any other benefits granted by acts of humiliation and violence.

Note that the morale bonuses do not increase according to this feat when your troops are engaging an enemy unit that does not include the focus of your blood oath.

Normal: Your infernal rally grants a +1 morale bonus to attacks and 1d8 temporary hit points.

Cheat [General]

You use fraudulent means, such as lies and counterfeit coin, to gain the 'most for your money'.

Prerequisites: Bluff 6 ranks, Cha 15+

Benefits: All items cost 5% less, so long as you succeed at a Bluff check, opposed by the vendor-in-question's Sense Motive check.

Craft Epic Contingent Spell [Item Creation]

Prerequisites: Craft Contingent Spell, Knowledge (arcana) 34 ranks, Spellcraft 34 ranks.

Benefits: You can craft contingent spells that exceed the normal limits for such items, such as utilizing a spell of higher than 9th level. The formula for pricing such a spell remains the same as that presented in *Complete Arcane*, save that the final figure is multiplied by 10.

Special: Epic spells cannot be made contingent by the use of this feat.

Devotee of Darkness [Diabolical Oath]

You devote yourself to one of the powers of Hell.

Prerequisites: A meeting with a true devil (at least CR 6) representing the patron to be taken, or successful casting of the *unholy supplication* incantation (in either case, the patron may opt to not accept the oath, making the taking of this feat impossible).

Benefits: Select a patron devil upon taking this oath. The patron devil must be a Courtier of Perdition. You gain the following level dependent bonuses and penalties.

Level 1-5: Once per day you can call upon the aid of your dark master, granting you a +1 profane bonus to any one roll. Whenever dealing with a higher-ranking servant of your master (or your master himself), you take a -2 penalty on any attacks, checks, and other rolls.

Level 6-11: Once per day you gain a +2 profane bonus on saves against spells with the Good or Chaotic descriptor. If you call on your master as per the first benefit of this feat, the profane bonus is instead +3. You take a permanent -6 penalty on saves against higher-ranking servants of your master (or your master himself).

Level 12-17: You gain a +1 profane bonus to armor class against Good or Chaotic foes. You take a -3 penalty to armor class against higher-ranking servants of your master (or your master himself).

Level 18+: You gain spell resistance equal to your hit dice against spells and spell-like abilities with the Good or Chaotic descriptor. Any spell resistance (whether inherent or granted by a magic item or spell) is ineffective against spells or spell-like abilities that originate from higher-ranking servants of your master (or your master himself).

Special: The Devotee of Darkness feat cannot be revoked, except under the direction of a cleric of 21st level (or higher) casting *miracle* and then *atonement*. If the feat is revoked, all benefits gained thereby are forever lost and another feat can never be taken to replace the now empty feat slot.

Dread Oath [Epic]

Your attacks are potentially fatal to the focus of your blood oath.

Prerequisites: Intimidate 39 ranks, Baneful Oath, greater blood oath class feature.

Benefits: Any weapon that you wield against the focus of your blood oath is treated as a dread weapon, dealing an additional 4d6 points of damage on every successful strike, and increasing its enhancement bonus on attack by +4. Damage dealt by you to your focus overcomes regeneration of any type. Any time you score a critical hit against the focus of your blood oath, she must make a Fortitude save (DC 10 + ½ your class levels) or die instantly. This feat overlaps (does not stack with) the Baneful Oath feat.

Empower the Soul [Epic]

You are treated as having greater moral or ethical fiber than a typical creature of your level or Hit Dice.

Benefits: When targeted by a spell which determines its effects by means of your total Hit Dice, you are treated as a creature 10 Hit Dice higher. Thus when targeted by *blasphemy*, *dictum*, *holy word*, or *word of chaos*, you may be unaffected by the spell, or suffer lesser effects than a typical creature of your character

Diabolical Oaths, Prestige Classes of Perdition, and Non-Standard Races

Diabolical Oath feats have been designed with mortals in mind – mortals foolish enough to make bargains with the Devils. You will note in our write-ups of powerful devils, such as Martinet, Constable of Nessus, that fiends never take these feats, even though they have sworn fealty to more powerful devils again (e.g. Martinet's oaths are to Asmodeus, the Lord of the Nine). As a general rule, non-standard races that are not mortal (particularly Outsiders) should never take a Diabolical Oath as one of their feats.

In the event that it is desired that an Outsider take one of the prestige classes mentioned in this chapter, it is best to assume an alternate prerequisite to take the place of the Diabolical Oath. However, these prestige classes have been written, once again, with mortals in mind, and so Outsiders should generally steer clear of their ranks.

Outsiders with the native subtype, such as a Marquis half-fiend hobgoblin, have no such restrictions, and can take Diabolical Oath feats or diabolical Prestige Classes as they wish.

level. Likewise, Undead or Deathless who take this feat are treated as having turn resistance of +10; this turn resistance does not stack with other turn resistance from any other source. You do not gain any increase to hit points, attack bonuses, saves, or any other Hit Dice dependent benefit. The benefit of the feat is virtual only.

Epic Warcry [Epic]

Your warcry is more potent than usual.

Prerequisites: Cha 25, Knowledge (history) 24 ranks, greater warcry class ability.

Benefit: All allies affected by your warcry gain a +6 morale bonus to Strength and Constitution, and a +3 morale bonus on Will saves.

Normal: All allies affected by your warcry gain a +4 morale bonus to Strength and Constitution, and a +2 morale bonus on Will saves.

Extended Trading [General]

Your insider trading lasts longer than usual.

Prerequisites: Cha 17, insider trading class ability.

Benefits: The duration of your insider trading ability is doubled.

Special: You can gain this feat more than once. Remember that two doublings equals a tripling and so forth.

Extra Cohort [Epic]

Prerequisites: Cha 28, Legendary Commander.

Benefits: You attract another cohort, in addition to any you may already have. Each cohort gained through this feat has a maximum level of three lower than the preceding cohort (so the first time you take it, your new cohort must be at least five levels lower than you are).

Focused Metapsionics [Epic]

When using a particular metapsionic feat, you do not lose your psionic focus.

Prerequisites: Epic Psionic Focus, Psicraft 24 ranks.

Benefit: Select one non-epic metapsionic feat. Whenever you use that feat, you do not lose your psionic focus.

Special: This feat can be taken more than once. Each time, the benefits apply to a new metapsionic feat.

Impostor [General]

You masquerade and act in character as if you were born to do so.

Benefits: You gain a +2 bonus on Bluff and Disguise checks.

Improved Classify [Epic]

Your location and thoughts are undetectable.

Prerequisites: Wis 19, Iron Will, Bluff 24 ranks, classify class feature.

Benefit: You are immune to divination spells or effects that attempt to discern your location or read your thoughts and/or intents.

Improved Cold Mind [Epic]

Prerequisites: Epic Will, Iron Will, cold mind class feature.

Benefit: You gain immunity to enchantments and mind-influencing spells and effects.

Improved Cold Soul [Epic]

Prerequisites: Spellcraft 24 ranks, cold soul class feature.

Benefit: Spells you cast that have the cold descriptor bypass cold resistance, and deal half damage to creatures normally immune to cold. Creature with the cold subtype are unaffected. Creatures with the fire subtype take double damage instead of the usual +50%.

Improved Master of Misappropriation

Once an item of value has been in your hands, however briefly, it can never be hidden from you.

Prerequisites: Cha 19, master of misappropriation class feature.

Benefits: You may use *discern location* to find an object you have touched once per day rather than once per week.

Improved Presence of Pain [Epic]

Your presence can be felt from a notable distance.

Prerequisites: Cha 14, presence of pain class feature.

Benefit: The radius of your presence of pain ability increases by 5 ft.

Special: This feat can be taken multiple times.

Improved Touch of Fire [Epic]

Your touch can transmit the supernatural heat of Phlegethos.

Prerequisites: Cha 17, soul of fire class ability.

Benefits: Your touch of fire ability deals an additional 1d10 points of fire damage. In addition, it ignores 10 points of fire resistance.

Special: You may take this feat multiple times. Its effects stack.

Intimidating Warcry [Epic]

Your warcry not only inspires your allies, but also intimidates your foes.

Prerequisites: Epic Warcry, Intimidate 27 ranks.

Benefit: When you sound a warcry, make an Intimidate check as if you were demoralizing an opponent. All foes within range of your warcry ability must succeed on their modified level check (see the Intimidate skill for details) or be shaken for the duration of the warcry.

Kiss of the Styx [Epic]

Prerequisites: Spellcraft 24 ranks, gift of oblivion class feature.

Benefit: Once per day, you may affect a target that has failed its save against your gift of oblivion ability as though with the *programmed amnesia* spell.

Special: You may take this feat multiple times. Each time you do, you may use it one additional time per day.

Lift Sanctions [Epic]

Your mogul abilities have become so pervasive in their power that even creatures immune to mind-influencing effects can be affected.

Prerequisites: Cha 29, Sense Motive 30 ranks, insider trading class ability usable at will.

Benefit: When attempting to use any mind-influencing class ability of the mogul, you can affect creatures otherwise immune; however, such creatures gain a +10 bonus on their saves.

Lightning Trade [Epic]

You can gain access to a creature's thoughts with exceptional speed.

Prerequisites: Cha 21, Sense Motive 24 ranks, Insider Trading class ability.

Benefits: You gain all the benefits of insider trading in the first round.

Lord of Legerdemain [Epic]

You are practically a god among thieves.

Requirements: Sleight of Hand 29 ranks.

Benefits: You treat all objects as one size smaller than their actual size for purposes of Sleight of Hand checks. This does not apply to the opposing Spot check made by the creature you are stealing from.

Special: You may select this feat a total of two times. Its effects stack.

March of the Immortals [Epic]

When you rally your troops, they fight on long beyond their time to die.

Prerequisites: Rally of Renown, Knowledge (history) 30 ranks, infernal rally class ability.

Benefit: Allies under the effects of your infernal rally gain the benefits of the Diehard feat for so long as the rally lasts, and do not die until they have negative hit points equal to your 10 + your class level (thus a contingent of troops under the command of a 15th level dark marshal would not die until they reached -25 hit points).

Mastermind [Epic]

Your ability to control your inferiors has reached such a height that you have no need to examine their thoughts first.

Prerequisites: Cha 33, Revise the Records, Sense Motive 48 ranks.

Benefits: You may use pull the strings, corporate bid, hostile takeover, and revise the records on any creature, rather than just those that failed their saves inside trading. However, any creature that has not failed its save against your insider trading receives a +10 bonus on its saves against these abilities.

Monopoly [Epic]

While you have access to a creature's thoughts, all others are hedged out.

Prerequisites: Cha 25, insider trading class ability usable at will.

Benefits: Any creature under the effect of insider trading or another of your mogul class abilities cannot have its mind read by any other creature, nor can it be charmed, dominated or affected by any similar effect; this can only be overcoming by an opposed caster level check against 21 + your mogul class level. If another creature attempts to use Sense Motive to determine that the affected creature is under the influence of a mind-influencing effect, the DC is increased by your mogul class level.

Multipower [Epic]

Prerequisites: Focused Metapsionics [Quicken Power], Quicken Power.

Benefits: You may manifest one additional quickened power per round.

Special: This feat can be taken more than once. Its effects stack.

Profane Energy Burst [Epic]

You can use your rebuke or command ability to seriously injure good creatures.

Prerequisites: Cha 25, ability to rebuke or command creatures as a cleric rebukes or commands undead, ability to cast *vile lance*, evil alignment.

Benefit: The character can use one rebuke or command attempt to unleash a wave of profane energy in a 60-foot-burst. Roll a normal rebuke check, except that the profane energy burst affects good, living creatures rather than the normal creatures the character can rebuke or command. Any creature that would be affected by this result takes vile damage equal to 2d6 + your Cha modifier.

Raising the Veil [Epic]

Prerequisites: Concentration 24 ranks, slippery mind class feature, unreadable class feature.

Benefit: You function under the benefits of a continuous *nondetection* spell as if cast by a sorcerer equal to your character level. If it is dispelled, you can reactivate it as a swift action on your next turn.

Rally of Renown [Epic]

Your ability to rally your troops is the stuff of legend.

Prerequisites: Infernal Rally class ability

Benefits: The morale bonus granted to your troops can be greater than +3, to a maximum of one-third of your dark marshal class levels (thus a 12th level dark marshal could grant by means of his actions up to a +4 morale bonus to his troops). Additionally, an infernal rally lasts thrice as long as usual.

Table 3-1: Bonuses Granted by the Rapacious Feat

Most Expensive Item Carried By Opponent	Bonus to Attack and Damage
200,000—399,000gp	+1
400,000—799,000gp	+2
800,000—1,599,000gp	+3
1,600,000—3,199,000gp	+4
3,200,000—6,399,000gp	+5
6,400,000—12,799,000gp	+6
12,800,000—25,599,000gp	+7
25,600,000—51,199,000gp	+8
51,200,000—102,399,000gp	+9
Minor Artifact	+4
Major Artifact	+8

Rapacious [Epic]

You channel your greed to better harm your affluent enemies.

Prerequisites: Combat Expertise, Diligent, Improved Feint, Appraise 30 ranks, sneak attack +6d6, weigh the wealth class feature.

Benefit: When fighting opponents bearing obvious wealth or magic items you gain a bonus on attack and damage rolls based on the value of the most expensive item carried by the opponent you are currently attack-

ing. Refer to table 3-1 for further details.

Revise the Records [Epic]

Your control over the targets of insider trading increases; their reality is what you tell them.

Prerequisites: Cha 30, Bluff 44 ranks, Sense Motive 44 ranks, member of the board class ability.

Benefits: You may spend a usage of hostile takeover to affect a creature that has failed its save against your insider trading with *programmed amnesia* (from *Complete Arcane*).

Rise No More [Epic]

The focus of your blood oath cannot heal or be raised short of divine intervention.

Prerequisites: Cha 30, Dread Oath, Intimidate 51 ranks, greater blood oath class ability.

Benefits: When you wound the focus of your blood oath, they cannot heal that damage except in a hallowed area, and then only by natural methods (magical healing does not work). Each day that they do not rest and heal within a hallowed area, they take 1 point of Constitution damage as your oath continues to harm them. Should your focus die as a result of your attacks (whether in battle or afterwards as a result of their wounds), they cannot be *raised* or *resurrected*. *True resurrection* and epic spells utilizing a resurrection effect have a 50% chance of working, decreased by 1% for each dark marshal level you have (thus a character with 20 levels in dark marshal would decrease the chance by 20%). The direct intervention of a deity or true cosmic entity allows the character to be resurrected with no chance of failure.

Robber of Legend [Epic]

Your skill as a robber is such that you mix violence and larceny almost perfectly.

Prerequisites: Dex 29, Improved Sneak Attack, Sleight of Hand 34 ranks.

Benefits: Once per round, as a swift action, you can make a Sleight of Hand check to steal a single item from an opponent to whom you have dealt damage with a sneak attack in that round. The Sleight of Hand check is made at a -20 penalty, and is opposed by a special Spot check where the targeted opponent gains a bonus equal to her base attack bonus.

Safe and Secure [Epic]

You are able to enter your vanishing vault for limited periods.

Prerequisites: Cha 29, Escape Artist 36 ranks, vanishing vault class ability.

Benefit: You are able to physically enter your vanishing vault. You must enter through a container or bag that satisfies the usual demands of the vanishing vault ability and that is also able to accommodate you personally. Once inside, you are able to remain for up to 1 minute per class level; if you have not left the vault by this time, you are forcibly ejected into the square from which you entered. If for some reason you cannot return to that square, you are shunted to the nearest open position that can accommodate you, taking 1d6 points of damage for each 10 feet that you are shunted, and being stunned for 1 round. You cannot *planeshift*, *teleport*, or use similar spells or powers from within the vault.

Special: You can enter your vault a number of times per

day equal to your toll warden class level divided by nine.

Soulsworn [Diabolical Oath]

You sell your soul to a diabolical power, gaining dark gifts in return.

Prerequisites: A meeting with the patron devil to be taken. A patron devil must be a Courtier of Perdition. The patron may opt not to accept the oath, making the taking of this feat impossible.

Benefits: Your soul becomes the property of the patron you have chosen, for which you are able to barter a price. For a character of 12th level or less, the typical price is a single *wish*. For a character of 13th level or higher, the price increases by one additional *wish* at 13th level and every 6 additional levels or Hit Dice thereafter. Thus an 11th level character could make a single *wish*, while a 19th level character would gain three *wishes*. The bargain is set at the time of taking the feat, i.e. the client does not continue to gain additional *wishes* as he progresses in levels.

The patron devil takes a real interest in the activities of the Soulsworn character. Should the client act contrary to the devil's will, the Courtier will ensure to quickly end the character's life and take possession of the soul in question. More cunning characters will bargain in such a way as to attempt to protect their lives from their patron; in general, this reduces the value of their soul by one *wish*. If the agreed price was only one *wish* in any case, the client can elect to gain instead the benefits of a *limited wish* along with some measure of protection.

If protective clauses are sought, make an opposed Intelligence check between client and patron. Only if the client beats the patron by 9 or more can he expect to have negotiated a contract with no loopholes.

Special: The Soulsworn feat trumps the Devotee of Darkness feat, i.e. if a prestige class or another feat specifies Devotee of Darkness as a prerequisite, Soulsworn can be taken in its stead. The Soulsworn feat cannot be revoked, except under the direction of a cleric of 31st level (or higher) casting *miracle*, *freedom*, and then *atonement*. If the feat is revoked, all benefits gained thereby are forever lost and another feat can never be taken to replace the now empty feat slot.

Suspicious [General]

You don't take things at face value.

Benefits: You get a +2 bonus on Spot and Sense Motive checks.

Unexpected Strike [Epic]

You have learned the art of keeping your opponent off-balance with incredible speed and efficiency.

Prerequisites: Improved Feint, Bluff 30 ranks; *or* Impostor, Bluff 24 ranks, unreadable class feature.

Benefit: You can make a Bluff check to feint in combat as a free action once per round.

Normal: Feinting in combat is a standard action.

Special: A fighter may select Unexpected Strike as one of his fighter bonus feats.

Vainglorious Vault [Epic]

Your vanishing vault is greatly expanded, to better accommodate your hoard.

Prerequisites: Cha 19, vanishing vault class ability.

Benefit: The space limitations of your vanishing vault double.

Voice from the Depths [Epic]

Your warcry can be heard clear across a battlefield.

Prerequisites: Knowledge (history) 24 ranks, warcry class ability.

Benefit: All allies within 100 feet benefit from your warcry.

Normal: All allies within 30 feet benefit from your warcry.

Special: If you have both this feat and Intimidating Warcry, only enemies within 30 ft. are affected.

What's Mine is Mine [Epic]

You take the ability to reclaim your rightful property to new heights.

Requirements: Cha 22, Improved Master of Misappropriation, Sleight of Hand 39 ranks, weight the wealth class feature.

Benefits: Once per week, you may use a supernatural ability similar to *instant summons*, except that you may summon any object that has ever been in your possession for three days or more. You must know the object's precise location, and it must be on the same plane as you. This ability does not require material components, and you need not have placed an *arcane mark* on the object first. If the object in question is unattended, it does not receive a saving throw; if it is sentient, and/or in the possession of another creature, you can summon the item only if it fails a Will save, with a DC equal to that of your demand toll ability, using the better of its own and its possessor's save bonuses. If the save is successful, you may not try to summon the same item again until you have gained at least one toll warden level.

Special: This feat can be taken twice. The second time, you may use this ability once per day.

Many of the great captains are lauded for their eloquence and their ability to stir the men that follow them to fight in the name of some ideal. Such captains manage to take the iron of discipline and the soft gold of malleability and creativity to forge fighting units always one step ahead of the enemy. Battles are won and lost over a single man's ability to rally the troops, for the field is rarely won by means of attrition.

To many, the greatest of captains are those who are willing to pay whatever price is necessary to win the day, twisting honor and the rules of warfare to meet their needs. Such a leader is the dark marshal of Bael, accounted by all as a foe to fear. A dark marshal will commit all sorts of despicable acts to humiliate his enemies and to inspire his allies, though he does not do so out of any love of such acts. To the dark marshal of Bael, it is merely a part of his duty and responsibility to drive his troops to fight at their best. Victory on the field of battle vindicates the means of achieving the victory, according to the code that the dark marshal follows. It is of no surprise to note that individual dark marshals are among the most brilliant and effective battle leaders to be found.

Dark marshals tend to come from the ranks of fighters more often than not, with others having first trod the path of ranger, monk, or fallen paladin and blackguard. Rogues and clerics can make effective dark marshals, but bards and barbarians lack the necessary discipline. Wizards and sorcerers only rarely give up their study and development of The Word to follow this path.

It is rare to find more than one dark marshal working directly with another, for they tend to seek their own commands. Dark marshals can be found as great champions to despots, tyrannical warlords, or cold-hearted generals dedicated to a corrupt empire. Those who adventure do so in order to hone their skills or to support some fundamentally evil concept. NPC dark marshals are almost always found leading a military unit, whether that be their own army, a mercenary company, or a band of likeminded NPCs.

New Prestige Classes

Dark Marshal of Bael

Table 3-2: The Dark Marshal of Bael

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+1	+2/+0/+0	Dark Smite 1/day
2	+2	+3/+0/+0	Infernal Rally
3	+3	+3/+1/+1	Warcry 1/day
4	+4	+4/+1/+1	Blood Oath
5	+5	+4/+1/+1	Dark Smite 2/day
6	+6	+5/+2/+2	Warcry 2/day
7	+7	+5/+2/+2	Improved Blood Oath
8	+8	+6/+2/+2	Greater Warcry
9	+9	+6/+3/+3	Warcry 3/day; Dark Smite 3/day
10	+10	+7/+3/+3	Greater Blood Oath

Hit Die: d10

Requirements

To qualify to become a dark marshal of Bael, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Base Attack Bonus: +9

Skills: Diplomacy 3 ranks, Intimidate 9 ranks, Knowledge (history) 3 ranks, Knowledge (the Planes) 6 ranks

Feats: Devotee of Darkness (Bael), Leadership, Vile Martial Strike or Vile Natural Strike

Special: Dark marshals of Bael must be proficient with heavy armors and martial weapons. Dark marshals of Bael must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be dark marshal on the process to submit to the will of Bael, the Lord of the First.

Class Skills

The dark marshal of Bael's class skills (and the key ability for each skill) are: Bluff (Cha), Diplomacy (Cha), Handle Animal (Cha), Intimidate (Cha), Knowledge (architecture and engineering) (Int), Knowledge (history) (Int), Knowledge (local) (Int), Knowledge (nobility and royalty) (Int), Profession (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis), Survival (Wis). See Chapter 4:

Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the dark marshal of Bael prestige class.

Weapon and Armor Proficiency: Dark marshals of Bael gain no proficiency with any weapon or armor.

Dark Smite (Ex): A 1st level Dark marshal can make a Dark Smite 1/day, adding his Charisma modifier (minimum +1) to his attack, and his class level to damage as vile damage. A Dark smite can be used simultaneously with other types of smite attacks, with attack bonuses overlapping and damage bonuses stacking. Dark Smite works on any creature (unless said creature is not affected by Vile damage). In the event that a creature is unaffected by Dark Smite or the dark marshal fails to hit, that use of the attack is used up for the day. A dark marshal gains one additional use of Dark Smite per day at 5th level, and another at 9th level.

Infernal Rally (Su): A 2nd level dark marshal can rally the morale of his troops through the use of eloquence coupled with humiliation and violence. This can be done a number of times per day equal to his class level. If the dark marshal gives a stirring speech to his troops (requiring at least three rounds), he grants them a +1 morale bonus to attacks, and 1d8 temporary hit points. If, at the same time as he delivers the speech, the dark marshal performs an act of defiance against the enemy (kills an enemy prisoner, urinates on their standard, sets an enemy village alight, etc), he increases the morale bonus to attacks according to the table below. Furthermore, the morale bonus is also applied to any one of the following (dark marshal's choice): Fortitude saves, Will saves, armor class, or damage.

Table 3-3 Effects of Infernal Rally

Method of Intimidation	Morale Bonus
Enemy Hurt	+1 bonus for every 9 Hit Dice
Enemy maimed	+1 bonus for every 6 Hit Dice
Enemy killed	+1 bonus for every 3 Hit Dice
Desecrate emblem or edifice of enemy	Varies by importance, but between +1 and +3

The speech can last longer than three rounds if desired; for each round longer than three rounds, the effects of the rally can be delayed for a round. If, for example, a dark marshal speaks stirringly to his troops for 30 minutes (in addition to the initial three rounds) before a battle, the effects of the rally could be delayed for up to 30 minutes, and then activated once battle was enjoined (generally as a shout - a free action).

A dark marshal can attempt more than one insulting feat against his foes, but only the best result of either hurting, maiming or killing counts, and only one desecration counts. Thus some sort of harm to an enemy and the desecration of an enemy's standard stack, but only when used during the same speech (e.g. kill an enemy prisoner for +1 bonus, then burn the holy symbol of the enemy's god to bring the total up to a +2 bonus). An

Infernal Rally cannot bestow greater than +3 morale bonus, and the bonus lasts for 3 rounds plus one round per class level once activated. An Infernal Rally ends prematurely if the dark marshal flees the field of battle, or is killed. This is a mind-influencing effect. Lemures and nupperibos benefit from Infernal Rally. The dark marshal is not entitled to the benefits of an Infernal Rally himself.

Warcry (Ex): A 3rd level dark marshal can utter a Warcry 1/day as a free action. All troops within 30 feet under his command (and including the dark marshal) are affected as if by a *rage* spell, gaining a +2 morale bonus to Strength and Constitution, and a +1 morale bonus on Will saves. The effects of the Warcry last for 3 rounds plus the dark marshal's charisma modifier. At 6th level, the dark marshal can use a Warcry 2/day, and at 9th level this increases to 3/day. This is a mind-influencing effect that can also affect the dark marshal. Lemures and nupperibos benefit from Warcry.

A Warcry can be used to activate the effects of an Infernal Rally. The bonuses stack.

Blood Oath (Su): A 5th level dark marshal is able to make a Blood Oath against an enemy that he has met in battle. As a full round action, he wounds himself while making the Oath, taking Constitution damage of up to his class level. Thereafter, he gains a morale bonus to attacks, damage, armor class, and saves against the individual whom he has sworn to defeat, equal to the amount of Constitution damage that he took. A dark marshal can only have one Blood Oath at a time. He cannot end the Oath without fulfilling it. He cannot heal the Constitution damage until such time as the Oath is fulfilled. Once a Blood Oath is fulfilled, he must wait 24 hours before making a new Oath.

Improved Blood Oath (Su): At 7th level, a dark marshal's Blood Oath becomes an Improved Blood Oath. He is still only able to have one Oath in effect at any one time, but the bonus granted for his sacrifice is equal to twice the Constitution damage taken. Furthermore, he can automatically sense the focus of his Oath when within 90 feet as if by using blindsense.

Greater Warcry (Ex): An 8th level dark marshal's Warcry stirs his allies to even greater feats of might. All allies within 30 feet gain a +4 morale bonus to Strength and Constitution, and a +2 morale bonus on Will saves. Greater Warcry otherwise functions as per the Warcry ability.

Greater Blood Oath (Su): At 10th level, a dark marshal's Blood Oath becomes a Greater Blood Oath. He is still only able to have one Oath in effect at any one time, but the bonus granted for his sacrifice is now equal to three times the Constitution damage taken at the time of making the Oath. By concentrating for three rounds, the dark marshal can sense which direction his foe can be found in. Distance is irrelevant, but the ability does not work across planes.

Example Dark Marshal of Bael

Captain Gurdin "Falconbrand" Highthorn

Fighter 9, Dark Marshal of Bael 2

Medium Humanoid (Sapient)

Hit Dice: 11d10+22 (87 hp)

Initiative: +0 (+0 Dex)

Speed: 20 ft. (4 squares) in +2 *adamantine fullplate*; base 30 ft. (6 squares)

Armor Class: 20 (+10 armor), touch 10, flat-footed 20

Base Attack/Grapple: +11/+16

Attack: +2 *adamantine greatsword* +19 melee (2d6+11 plus 1 vile/17-20)
Full Attack: +2 *adamantine greatsword* +19/+14/+9 melee (2d6+11 plus 1 vile/17-20)
Space/Reach: 5 ft./5 ft.
Special Attacks: Dark smite 1/day
Special Qualities: Damage reduction 3/–, infernal rally
Saves: Fort +11, Ref +3, Will +3
Abilities: Str 20, Dex 10, Con 14, Int 10, Wis 10, Cha 18
Skills: Diplomacy +9, Intimidate +16, Knowledge (history) +4, Knowledge (nobility and royalty) +6, Knowledge (the planes) +6, Speak Language (Infernal)
Feats: Combat Expertise, Cleave, Devotee of Darkness (Bael), Improved Critical (greatsword), Improved Sunder, Leadership (15), Power Attack, Vile Martial Strike (greatsword), Weapon Focus (greatsword), Weapon Specialization (greatsword)
Environment: Any land or underground
Organization: Solitary (unique)
Challenge Rating: 11
Treasure: 1986 gp, +2 *adamantine fullplate*, +2 *adamantine greatsword*, belt pouch (with 175 sp), *brooch of shielding*, *cloak of charisma* +2, explorer's outfit, *gauntlets of ogre power*, trail rations (x5), waterskin
Alignment: Lawful evil

Captain Gurdrin "Falconbrand" Highthorn is the retainer of an old baron who has been struggling in a blood-feud with a nearby count. Gurdrin has attracted the attention of the aged baron in recent years and has encouraged him to continue the blood feud despite overtures from the count to the contrary. He has recently become the captain of the guard and is using his charisma to build an inner sanctum among his men. He's charming, handsome, incredibly strong, and a feared and respected leader. He's also cruel, bloodthirsty, and dedicated to seeing his people destroy the forces of the count. No one knows that he's evil and that he's sold his soul to Bael in order to achieve victory for his barony once his liege dies.

Gurdrin speaks Common and Infernal.

Dark Smite (Ex): 1/day, Gurdrin can make a dark smite, adding +4 to his attack and dealing 2 extra points of vile damage. In the event that a creature is unaffected by vile damage, or Gurdrin fails to hit, that use of the attack is still used up for the day.

Devotee of Darkness: Once per day, Gurdrin can call upon the aid of Bael, granting him a +3 profane bonus to any one roll. Once per day, Gurdrin can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Bael (or the Warlord of Avernus himself), Gurdrin takes a –2 penalty on any attacks, checks, and other rolls and a –6 penalty on saving throws.

Infernal Rally (Su): 2/day, Gurdrin can rally the morale of his troops through the use of eloquence coupled with humiliation and violence. If he gives a stirring speech to his troops (requiring at least three rounds), he grants them a +1 morale bonus to attacks and 1d8 temporary hit points. If he performs an act of defiance against the enemy while delivering his speech, he increases to bonus to attacks (see table 3-3, "Effects of Infernal Rally"). Furthermore, the morale bonus is also applied to

one of the following (Gurdrin's choice): Fortitude saves, Will saves, armor class, or damage rolls. If Gurdrin's speech lasts longer than three rounds, the effects of the rally can be delayed by the same amount of time. The rally cannot bestow a morale bonus greater than +3. The rally's effects last for 5 rounds once activated, but end prematurely if Gurdrin flees the field or is killed. This is a mind-influencing effect. Lemures and nupperibos can benefit from the infernal rally. Gurdrin himself does not gain the bonuses.

Epic Dark Marshal of Bael

The epic dark marshal of Bael stands among the greatest of the Lord of the First's servants, able to inspire his troops to the extent that he wins the field even when the odds are ten-to-one or worse against him.

The epic dark marshal should focus on improving his leadership abilities with feats such as Epic Leadership and Legendary Commander. Augment your warcry with Epic Warcry, Intimidating Warcry and Voice from the Depths. Further inspire your troops with Blood Oath Rally, Rally of Renown and March of the Immortals. Finally, terrorize your foes with Baneful Oath, Dread Oath and Rise No More.

Increasing Constitution is a good move as you increase in levels, as this will increase the power of your Blood Oath. Charisma is just as important, though, as your leadership hinges on this ability.

Hit Die: d10.

Skill Points at Each Additional Level: 4 + Int modifier.

Table 3-4: The Epic Dark Marshal

Class Level	Special
11	
12	Warcry 4/day
13	Dark Smite 4/day
14	Bonus Feat
15	Warcry 5/day
16	
17	Dark Smite 5/day
18	Warcry 6/day, Bonus Feat
19	
20	

Class Features

Dark Smite: At 13th level, and every 4 levels thereafter, the epic dark marshal can use dark smite one additional time per day.

Infernal Rally: The dark marshal's infernal rally lasts a number of rounds equal to 3 plus his class level as usual.

Warcry: At 12th level, and every 3 levels thereafter, the epic dark marshal can use warcry one additional time per day.

Blood Oath: The dark marshal cannot deal more than his class level in Constitution damage when making a

blood oath, as per usual.

Bonus Feats: The epic dark marshal of Bael gains a bonus feat (selected from the list of epic dark marshal bonus feats) every four levels beyond 10th.

Epic Dark Marshal Bonus Feat List: Armor Skin, *Baneful Oath*, *Blood Oath Rally*, Damage Reduction, Devastating Critical, Dire Charge, *Dread Oath*, Epic Leadership, Epic Prowess, Epic Reputation, Epic Toughness, *Epic Warcry*, Epic Weapon Focus, *Fateful Blood Oath*, Great Charisma, Great Smiting, *Intimidating Warcry*, Legendary Commander, Legendary Rider, *March of the Immortals*, Overwhelming Critical, Penetrate Damage Reduction, *Rally of Renown*, *Rise No More*, Superior Initiative, Unholy Strike*, *Voice from the Depths*. All feats in italics are new feats presented in this book.

*The dark marshal's Dark Smite ability can be treated as Smite Good for the purposes of qualifying for this feat.

Example Epic Dark Marshal of Bael

Captain Gurdrin "Falconbrand" Highthorn

Fighter 10, Dark Marshal of Bael 11

Medium Humanoid (Sapient)

Hit Dice: 21d10+147 (267 hp)

Initiative: +0 (+0 Dex)

Speed: 20 ft. (4 squares) in +5 *moderate fortification adamantine fullplate*; base 30 ft. (6 squares)

Armor Class: 27 (+13 armor, +4 deflection), touch 14, flat-footed 27

Base Attack/Grapple: +21/+30

Attack: +5 *unholy adamantine greatsword* +37 melee (2d6+22 plus 2d6 unholy plus 1 vile/17-20)

Full Attack: +5 *unholy adamantine greatsword* +37/+32/+27/+22 melee (2d6+22 plus 2d6 unholy plus 1 vile/17-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Dark smite 3/day, greater warcry 3/day

Special Qualities: Damage reduction 3/–, greater blood oath, infernal rally

Saves: Fort +21, Ref +6, Will +12

Abilities: Str 29, Dex 10, Con 24, Int 10, Wis 10, Cha 22

Skills: Bluff +12, Diplomacy +15, Disguise +8 (+10 when acting in character), Intimidate +20, Knowledge (history) +9, Knowledge (nobility and royalty) +8, Knowledge (the planes) +10, Ride +6, Sense Motive +9, Speak Language (Infernal), Spot +7, Survival +7 (+9 on other planes)

Feats: Combat Expertise, Cleave, Devotee of Darkness (Bael), Epic Will, Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Combat Expertise, Improved Critical (greatsword), Improved Sunder, Iron Will, Leadership (28), Power Attack, Vile Martial Strike (greatsword), Weapon Focus (greatsword), Weapon Specialization (greatsword)

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 21

Treasure: 2206 gp, +5 *moderate fortification adamantine fullplate*, +5 *unholy adamantine greatsword*, *amulet of health* +6, belt pouch (with 175 sp), *belt of giant strength* +6, *cloak of charisma* +6, explorer's outfit, *gloves of arrow snaring*, *ring of protection* +4, *ring of spell turning*, trail rations (x5), waterskin, *winged boots*

Alignment: Lawful evil

Gurdrin has received a +2 inherent bonus to his Strength score and a +4 inherent bonus to his Constitution score.

Dark Smite (Ex): 1/day, Gurdrin can make a dark smite, adding +6 to his attack and dealing 11 extra points of vile damage. In the event that a creature is unaffected by vile damage, or Gurdrin fails to hit, that use of the attack is still used up for the day.

Devotee of Darkness: Once per day, Gurdrin can call upon the aid of Bael, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Gurdrin gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 21 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Bael (or the Warlord of Avernus himself), Gurdrin takes a –2 penalty on attacks, checks, and other rolls, a –3 penalty to Armor Class, and a –6 penalty to saving throws. In addition, no spell resistance Gurdrin obtains is ever effective against such creatures.

Greater Warcry (Ex): 3/day, Gurdrin can utter a warcry as a free action. All troops within 30 feet under his command are affected as if by a rage spell, gaining a +4 morale bonus to Strength and Constitution, and a +2 morale bonus on Will saves. The effects of the warcry last for 9 rounds. This is a mind-influencing effect that can also affect Gurdrin himself. Lemures and nupperibos benefit from warcry. A warcry can be used to activate the effects of an infernal rally. The bonuses stack.

Improved Blood Oath (Su): Gurdrin is able to make a blood oath against an enemy that he has met in battle. As a full round action, he wounds himself while making the oath, taking Constitution damage of up to 11 points. Thereafter, he gains a morale bonus to attacks, damage, armor class, and saves against the individual whom he has sworn to defeat, equal to three times the amount of Constitution damage that he took. By concentrating for three rounds, Gurdrin can sense which direction his foe can be found in (distance is irrelevant, but the ability does not work across planes). Gurdrin can automatically sense the focus of his oath when within 90 feet as if by using blindsense. Gurdrin can only have one blood oath at a time. He cannot end the oath without fulfilling it. He cannot heal the Constitution damage until such time as the oath is fulfilled. Once a blood oath is fulfilled, he must wait 24 hours before making a new oath.

Infernal Rally (Su): 2/day, Gurdrin can rally the morale of his troops through the use of eloquence coupled with humiliation and violence. If he gives a stirring speech to his troops (requiring at least three rounds), he grants them a +1 morale bonus to attacks and 1d8 temporary hit points. If he performs an act of defiance against the enemy while delivering his speech, he increases to bonus to attacks (see table 3-3, "Effects of Infernal Rally"). Furthermore, the morale bonus is also applied to one of the following (Gurdrin's choice): Fortitude saves, Will saves, armor class, or damage rolls. If Gurdrin's speech lasts longer than three rounds, the effects of the rally can be delayed by the same amount of time. The rally cannot bestow a morale bonus greater than +3. The rally's effects last for 5 rounds once activated, but end prematurely if Gurdrin flees the field or is killed. This is a mind-influencing effect. Lemures and nupperibos can benefit from the infernal rally. Gurdrin himself does not gain the bonuses.

Mogul of Dispatar

To some in business, the bottom line *is* the bottom line, and so long as a profit is made, what else matters? However, there are some that have moved beyond that philosophy, some who have fallen in love with the soft life of luxury. Such people do all they can to avoid any effort on their own part, but insist on reaping the rewards of others' toil.

From this philosophy is born the mogul of Dispatar. Ethics do not hold her back in her activities, for they are merely guidelines for others to follow, and can be brushed aside without any compunction. The mogul is careful to have her subordinates do all the 'dirty work,' in such a way she manages to justify her actions to some extent, since she is never directly involved in assorted sundry activities. She does not bribe; she extorts. She does not employ where possible; she allows others to 'restore their debts.' She reaps where she does not sow, and those beneath her are dragged down and condemned to chains of toil.

Moguls generally come from the ranks of rogues. Some clerics multiclass into the prestige class, though the lack of spellcasting progression can be painful. Wizards and sorcerers tend not to become moguls for the very same reason. Fighters and rangers find the mogul a little too far off their chosen path. Barbarians and bards lack the discipline necessary to run such operations as the mogul tends to get involved in, although ex-bards sometimes take up the prestige class to great effect.

Moguls generally work individually of other moguls. They are generally encountered as leaders of thieves' guilds (including extortion schemes, prostitution rings, and the like), government enterprises, merchant consorti-

ums, and cruelly administered craft guilds. They tend to rely on others to pick their fights for them.

Hit Die: d6

Requirements

To qualify to become a mogul of Dispatar, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Base Attack Bonus: +6

Skills: Bluff 12 ranks, Diplomacy 9 ranks, Intimidate 12 ranks, Sense Motive 9 ranks

Feats: Deceitful, Devotee of Darkness (Dispatar), Impostor

Special: Moguls of Dispatar must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be mogul on the process to submit to the will of Dispatar, the Lord of the Second.

Class Skills

The mogul of Dispatar's class skills (and the key ability for each skill) are: Appraise (Int), Balance (Dex), Bluff (Cha), Craft (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (local) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (any) (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (none), Spot (Wis), Tumble (Dex), Use Magic Device (Cha), Use Rope (Dex). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 6 + Int modifier.

Class Features

Weapon and Armor Proficiency: Moguls of Dispatar gain no proficiency with any weapon or armor.

Enterprising (Ex): A mogul of Dispatar knows how to conduct business in a way that suits her purposes. She gains a +1 bonus to Bluff, Diplomacy, Intimidate, and Sense Motive checks at every odd level.

Insider Trading (Su): At 1st level, a mogul of Dispatar gains the ability to use Insider Trading once per day. This allows her to use *detect thoughts* as a 90 foot radius emanation. Spell resistance does not apply, but the ability lasts a number of rounds equal to the mogul's class level plus 10. The mogul of Dispatar does not have to concentrate to maintain the effect, but it still takes three rounds to start 'hearing' the surface thoughts of creatures; new creatures that enter the effect must make a save or also be affected, but once a creature successfully saves against the effect, she is immune to it for 24 hours. The mogul gains additional uses of the ability each day at 4th and 7th levels. The save DC is equal to 10 + the mogul's class level + her Charisma modifier.

Mind of Steel (Ex): At 2nd level, a mogul of Dispatar gains a bonus on all saves against mind-influencing effects equal to her class level.

Pull the Strings (Sp): At 3rd level, a mogul can Pull the Strings once per day. Any creature that has failed its save against Insider Trading can be affected by Pull the Strings if it fails at another Will save (DC = 10 + the mogul's class level + her Charisma modifier). An affected creature is under the effects of a *geas* as determined by the mogul. The mogul's caster level is equal to her class level + 10.

Economics of Extortion (Su): A 5th level mogul of

Table 3-5: The Mogul of Dispatar

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+0	+0/+2/+2	Enterprising +1, insider trading 1/day
2	+1	+0/+3/+3	Mind of steel
3	+2	+1/+3/+3	Enterprising +2, pull the strings 1/day
4	+3	+1/+4/+4	Insider trading 2/day
5	+3	+1/+4/+4	Economics of extortion 1/day, enterprising +3
6	+4	+2/+5/+5	Corporate bid
7	+5	+2/+5/+5	Enterprising +4, insider trading 3/day
8	+6	+2/+6/+6	Pull the strings 2/day
9	+6	+3/+6/+6	Enterprising +5, hostile takeover
10	+7	+3/+7/+7	Economics of extortion 2/day, member of the board

Dispater has learned to generate greater profit from her interactions with others. Once per day she can increase the save DC on Insider Trading or Pull the Strings by +3. Alternatively, she can triple the duration of all uses for Insider Trading for the day. At 10th level, the Mogul can use this ability twice per day.

Corporate Bid (Su): At 6th level, the mogul of Dispater can make a *suggestion* to every creature that fails its save against Insider Trading, to a maximum of one creature per class level per day. The Will save DC = 10 + the mogul's class level + her Charisma modifier.

Hostile Takeover (Su): Once per day at 8th level, a mogul can use *dominate monster* on any creature that failed its save against her Insider Trading ability. Her caster level is equal to her class level, and the save DC is equal to 10 + the mogul's class level + her Charisma modifier.

Member of the Board (Su): A 10th level mogul is one of the most trusted servants of Dispater. As a Member of his Board she becomes immune to all mind-influencing effects as per the *mind blank* spell; this immunity does not extend to mind-influencing effects originating from Dispater and his higher-ranking servants.

As an expression of the power that the mogul has risen to, she is thereafter able to use Insider Trading at will; furthermore, the effect can be centered on any creature under the effects of Pull the Strings or Hostile Takeover, so long as said creature is on the same plane as the mogul. Insider Trading can only be used in one location at any one time, no matter where the effect is centered.

Example Mogul of Dispater

Mistress Lilis DeValis

Rogue 9, Mogul of Dispater 3

Medium Humanoid (Sapient)

Hit Dice: 12d6+3d6 (44 hp)

Initiative: -1 (-1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 18 (-1 Dex, +3 armor, +3 deflection, +3 natural), touch 12, flat-footed 18

Base Attack/Grapple: +8/+7

Attack: +1 dagger +8 melee or ranged (1d4/19-20)

Full Attack: +1 dagger +8/+3 melee or ranged (1d4/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Insider trading 1/day, sneak attack +5d6

Special Qualities: Enterprising +2, evasion, improved uncanny dodge, trapfinding, trap sense +3, mind of steel, uncanny dodge

Saves: Fort +7, Ref +11, Will +14 (+17 against mind-influencing effects)

Abilities: Str 9, Dex 9, Con 11, Int 17, Wis 17, Cha 17

Skills: Appraise +18, Bluff +24, Decipher Script +13, Diplomacy +26, Disguise +15 (+17 when acting in character), Forgery +20, Gather Information +13 (+15 locally), Intimidate +24, Knowledge (local) +13, Listen +13, Sense Motive +22, Sleight of Hand +6, Spot +13, Use Magic Device +18

Feats: Deceitful, Devotee of Darkness (Dispater), Impostor, Iron Will, Negotiator, Persuasive

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 12

Treasure: 1115 gp, +1 dagger, amulet of natural armor

+3, belt pouch (with 100 sp), *bracers of armor* +3, *cloak of resistance* +3, courtier's outfit, jewelry (50 gp), *ring of protection* +3, waterskin

Alignment: Lawful evil

Mistress Lilis DeValis controls an iron cartel that has grown significantly after the destruction of a nearby kobold mine. She has rerouted the kobolds to attack the city and reaps benefits from the kobolds (to whom she sells information and weapons) and the city (that subsidizes her trade and gives her greatly discounted aid for good deals on her iron). Although not physically attractive (she's fat and middle aged), she is conniving and an exceptional liar. She has refused offers to advise, much less sit among, the city lords, claiming that she has to tend to her business. She is hoping to start using the kobolds to sell captured human fighters into slavery and food for nearby ogres.

Lilis speaks Common, Giant, and Infernal.

Devotee of Darkness: Once per day, Lilis can call upon the aid of Dispater, granting her a +3 profane bonus to any one roll. Against chaotic or good foes, Lilis gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Dispater (or the Lord of the Iron Tower himself), Lilis takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws.

Enterprising (Ex): Lilis knows how to conduct business in a way that suits her purposes. She has gained a +2 bonus to Bluff, Diplomacy, Intimidate, and Sense Motive checks.

Insider Trading (Su): 1/day, Lilis can use detect thoughts in a 90 foot radius emanation (Will save DC 16). Spell resistance does not apply, and the ability lasts for up to 13 rounds. Lilis doesn't have to concentrate to maintain the effect, but it still takes three rounds to pick up surface thoughts; new creatures entering the effect must save or also be affected, but once a creature successfully saves against the effect, she is immune to it for 24 hours.

Mind of Steel (Ex): Lilis gains a +3 bonus on all saves against mind-influencing effects.

Epic Mogul of Dispater

The epic mogul of Dispater has taken advantage of other people's hard work in order to propel himself to the heights of success. Rarely seen in person, the mogul usually works through a series of intermediaries and is often the mysterious kingpin behind various guilds and criminal organizations. The greater the mogul's influence becomes, the more likely he is to have numerous contingency plans in place to ensure that he can maintain his ill-gotten gains and life of luxury.

The epic mogul should take feats that allow him to manipulate others, such as Mastermind, Monopoly, or Revise the Records.

As the mogul prefers to have underlings fight his battles for him, and avoids getting his hands dirty whenever possible, he is best served by increasing his Intelligence, Wisdom, and Charisma scores.

Hit Die: d6.

Skill Points at Each Additional Level: 6 + Int modifier.

Table 3-6: The Epic Mogul of Dispater

Class Level	Special
11	Enterprising +6
12	
13	Enterprising +7, <i>Pull the Strings</i> 3/day
14	Bonus Feat
15	Enterprising +8, economics of extortion 3/day
16	Hostile Takeover 2/day
17	Enterprising +9
18	<i>Pull the Strings</i> 4/day, bonus feat
19	Enterprising +10
20	Economics of extortion 4/day

Class Features

Insider Trading (Su): After 10th level, the save DC of this ability increases by 1 for every 2 mogul levels, instead of by 1 for every mogul level.

Enterprising (Ex): The epic mogul's bonuses to Bluff, Diplomacy, Intimidate and Sense Motive checks continue to increase by +1 every two levels.

***Pull the Strings* (Sp):** At 13th level, and every 5 levels thereafter, an epic mogul can use *pull the strings* one additional time per day. Her caster level remains equal to her class level +10. After 10th level, the save DC of this ability increases by 1 for every 2 mogul levels, instead of by 1 for every mogul level.

Economics of Extortion (Su): At 15th level, and every 5 levels thereafter, an epic mogul can use economics of extortion one additional time per day.

Corporate Bid (Su): An epic mogul of Dispater can use Corporate Bid on a maximum number of creatures per day equal to her class level. After 10th level, the save DC of this ability increases by 1 for every 2 mogul levels, instead of by 1 for every mogul level.

Hostile Takeover (Su): At 16th level, and every 8 levels thereafter, an epic mogul can use hostile takeover one additional time per day. After 10th level, the save DC of this ability increases by 1 for every 2 mogul levels, instead of by 1 for every mogul level.

Bonus Feats: An epic mogul of Dispater gains a bonus feat (selected from the list of epic mogul bonus feats) every four levels beyond 10th.

Epic Mogul of Dispater Bonus Feats: Armor Skin, *Automatic Quicken Spell-like Ability*, Damage Reduction, Epic Reputation, Epic Leadership, Epic Will, Extended Lifespan, Extended Trading*, *Lift Sanctions*, *Lightning Trade*, *Mastermind*, *Monopoly*, *Quicken Spell-like Ability**, *Revise the Records*.

*Non-epic feat.

Example Epic Mogul of Dispater

Mistress Lilis DeValis

Rogue 10, Mogul of Dispater 12

Medium Humanoid (Sapient)

Hit Dice: 22d6+52 (131 hp)

Initiative: -1 (-1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 27 (-1 Dex, +8 armor, +5 deflection, +5 natural), touch 14, flat-footed 27

Base Attack/Grapple: +15/+14

Attack: *Luck blade* +16 melee (1d6+2/19-20); or +1 *dagger* +15 melee or +15 ranged (1d4+1/19-20)

Full Attack: *Luck blade* +16/+11/+6 melee (1d6+2/19-20); or +1 *dagger* +15/+10/+5 melee or +15 ranged (1d4+1/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Corporate bid, economics of extortion 2/day, hostile takeover, insider trading at will, *pull the strings* 2/day, sneak attack +5d6

Special Qualities: Enterprising +6, evasion, improved uncanny dodge, member of the board, resistance to acid 30, cold 30, electricity 30, fire 30, and sonic 30, skill mastery (Bluff, Diplomacy, Intimidate, Listen, Sense Motive, Spot), spell resistance 21, trapfinding, trap sense +3, mind of steel, uncanny dodge

Saves: Fort +12, Ref +19, Will +21 (+33 against mind-influencing effects)

Abilities: Str 9, Dex 9, Con 11, Int 17, Wis 18, Cha 18

Skills: Appraise +28, Bluff +39, Decipher Script +23, Diplomacy +43, Disguise +30 (+34 when acting in character), Forgery +30, Gather Information +21 (+23 locally), Intimidate +31, Knowledge (local) +23, Listen +24, Sense Motive +27, Sleight of Hand +10, Spot +24, Use Magic Device +24

Feats: Deceitful, Devotee of Darkness (Dispater), Impostor, Improved Toughness, Iron Will, Leadership (26), Negotiator, Persuasive

Epic Feats: Epic Toughness

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 22

Treasure: 1155 gp, +1 *dagger*, *amulet of natural armor* +5, belt pouch (with 100 sp), *bracers of armor* +8, *cloak of resistance* +5, courtier's outfit, jewelry (50 gp), *luck blade* (with 3 wishes), *mantle of spell resistance*, *ring of greater universal energy resistance*, *ring of protection* +5, waterskin

Alignment: Lawful evil

Corporate Bid (Su): Lilis can make a *suggestion* (DC 25) to every creature that fails its save against insider trading, to a maximum of 12 creatures per day.

Devotee of Darkness: Once per day, Lilis can call upon the aid of Dispater, granting her a +3 profane bonus to any one roll. Against chaotic or good foes, Lilis gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. She also gains spell resistance 22 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Dispater (or the Lord of the Iron Tower himself), Lilis takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Lilis obtains is ever effective against such creatures.

Economics of Extortion (Su): 2/day, Lilis can generate greater profit from her interactions with others. She can increase the save DC on insider trading or pull the strings by +3. Alternatively, she can triple the duration of all uses for insider trading for the day.

Enterprising (Ex): Lilis knows how to conduct business in a way that suits her purposes. She has gained a +6 bonus to Bluff, Diplomacy, Intimidate, and Sense Motive checks.

Hostile Takeover (Su): 1/day, Lilis can use *dominate monster* (DC 25) on any creature that has failed its save against her insider trading ability. Caster level 22nd.

Insider Trading (Su): At will, Lilis can use detect thoughts in a 90 foot radius emanation (DC 25). The emanation can either be centered on herself, on upon any creature under the effects of pull the strings or hostile takeover (so long as said creature is on the same plane as Lilis). Insider trading can only be used in one location at any one time, regardless of where the effect is centered. Spell resistance does not apply, and the ability lasts for up to 22 rounds. Lilis doesn't have to concentrate to maintain the effect, but it still takes three rounds to pick up surface thoughts; new creatures entering the effect must save or also be affected, but once a creature successfully saves against the effect, she is immune to it for 24 hours.

Member of the Board (Su): Lilis is one of the most trusted servants of Dispat. As a Member of his Board she becomes immune to all mind-influencing effects as per the mind blank spell; this immunity does not extend to mind-influencing effects originating from Dispat and his higher-ranking servants.

Mind of Steel (Ex): Lilis gains a +12 bonus on all saves against mind-influencing effects.

Pull the Strings (Sp): 2/day, any creature that has failed its save against insider trading can be affected by *pull the strings* if it fails another Will save (DC 26). An affected creature is under the effects of a *geas*, as determined by Lilis. Caster level 22nd.

Toll Warden of Mammon

The love of money is the root of all evil, as the saying goes. Gold does indeed have a voice, and those who fall under its spell find that their capacity for diabolic deeds grows rapidly. In time, these come to realize the truth of wealth: one can never have enough.

The toll warden of Mammon sees only too easily to the heart of this matter. He is willing to trade away his soul for filthy lucre, to surrender eternity so long as he can have it all *now*. He is the merchant who sells faulty goods at a premium, then charges the earth to have them repaired or replaced. He is the bookkeeper who demands a steep price for his services, before proceeding to also embezzle additional coin for his pocket. He is the master thief who then has the audacity to return the next day and offer the same item to its original owner at a greatly inflated cost. He is the greedy tax collector who lines his own pocket at the expense of those who can least afford it. The toll warden is all of these things and more, for he delights in a simple philosophy: all wealth is his for the taking. He cannot abide the thought of even a copper penny in the hands of another, for he believes that all possessions rightly belong to *him*.

Toll wardens come from many walks of life, although the rogue is best suited and complimented by the abilities of this prestige class. Multiclass monks can make ex-

tremely effective toll wardens, and some clerics, wizards, or sorcerers follow this path. Other classes find the thought-process of the toll warden somewhat alien and tend to shy away from it.

Toll wardens of Mammon are often found in urban areas since this is where the money is to be had. They tend to be involved in positions of trust within profitable organizations, if not actually leading them. Some toll wardens do lead the life of a loner, particularly if they focus on the more traditional aspects of thievery. Due to their avarice, toll wardens rarely involve themselves with NPC parties - or, more properly, NPC parties rarely involve themselves with a toll warden.

Hit Die: d6

Table 3-7: The Toll Warden of Mammon

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+0	+0/+2/+0	Collect, sneak attack +1d6
2	+1	+0/+3/+0	Tincture of treasure
3	+2	+1/+3/+1	<i>Demand toll</i> 1/day
4	+3	+1/+4/+1	Vanishing vault
5	+3	+1/+4/+1	Sneak attack +2d6
6	+4	+2/+5/+2	<i>Demand toll</i> 2/day
7	+5	+2/+5/+2	Greater collect
8	+6	+2/+6/+2	Weigh the wealth
9	+6	+3/+6/+3	<i>Demand toll</i> 3/day
10	+7	+3/+7/+3	Sneak attack +3d6, master of misappropriation

Requirements

To qualify to become a toll warden of Mammon, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Skills: Appraise 12 ranks, Bluff 12 ranks, Sense Motive 9 ranks, Sleight of Hand 12 ranks

Feats: Deft Hands, Devotee of Darkness (Mammon), Skill Focus (Appraise)

Special: Toll wardens of Mammon must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be toll warden on the process to submit to the will of Mammon, the Lord of the Third.

Class Skills

The toll warden of Mammon's class skills (and the key ability for each skill) are: Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Craft (any) (Int), Diplomacy (Cha), Disable Device (Int), Escape Artist, Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (any) (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Tumble (Dex), Use Magic Device (Cha), Use Rope (Dex). See Chapter 4: Skills in the

Player's Handbook for skill descriptions.

Skill Points at Each Level: 6 + Int modifier.

Class Features

All of the following are class features of the toll warden of Mammon prestige class.

Weapon and Armor Proficiency: Toll wardens of Mammon gain no proficiency with weapons or armor.

Collect (Ex): A toll warden is exceptionally skilled at "collecting taxes," sometimes referred to as "redistributing the wealth." A toll warden gains a profane bonus on Sleight of Hand checks equal to his class level.

Sneak Attack (Ex): This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 at 1st, 5th and 10th levels. If the toll warden gets a sneak attack bonus from another source, the bonuses on damage stack.

Tincture of Treasure (Su): A 2nd level toll warden hates the thought of any significant wealth in the hands of another. He constantly detects the Tincture of Treasure at a radius of 10 feet centered on himself. This works similarly to *detect* spells, except that it *detects* anything of monetary value, with a minimum value of 333gp. By concentrating on the effect (a move equivalent action that does not provoke attacks of opportunity), the toll warden can discover more information. The first round (always active) allows him to ascertain whether there are objects worth more than 333gp in the vicinity (treat items or coins kept in the same container as being one object). The second round shows him the approximate location and number of places where such wealth is kept, with each location showing up as a glittering aura. The third round gives an approximation of the value of the item(s), so long as the toll warden succeeds on an appropriate Appraise check (increase the usual DC by 10 if the items cannot be directly seen) as a free action. A separate Appraise check is required for each aura. The toll warden can only use the Appraise skill to determine the mundane value of items.

Demand Toll (Sp): The toll warden of Mammon is so firm in his belief that he should control the wealth of all those around him that he is able to *Demand a Toll*. Once per day at 3rd level, a toll warden can *command* that an item or sum of money be surrendered to him (essentially the *command* would be along the lines of "Give me your sword" - too long a demand will result in this ability being ineffective). This affects a single target within range of his voice, who is then entitled to a Will save (DC equal to 10 + the toll warden's class level + his Charisma modifier). Success means that the target is dazed for 1d3 rounds, whilst failure means acceding to the demand as well as being dazed. Should the target not have the specified sum of money, or should the toll warden not specify which item is to be paid, the target automatically succeeds and is dazed for 1d3 rounds. At 6th level and every three levels thereafter, a toll warden can use this ability one additional time per day.

Items of significant value to the potential payer of the toll prove harder for the toll warden to obtain. The single most valuable item possessed by the targeted individual grants the target a +4 bonus on his saving throw to avoid paying the toll. The second most valuable item grants a +2 bonus on the saving throw. Lesser items grant no bonus whatsoever. This is a mind-influencing, language dependent ability.

Vanishing Vault (Su): At 4th level, the toll warden is granted the ability to access an extraplanar vault within which to store his wealth. This vault can only be accessed by the toll warden, and functions similarly to a *bag of holding*, save that there is no weight limit - only a space limit (one 10 foot cube per class level). The vault cannot be entered; its only purpose is to store items and effects until they are needed to be retrieved. The vault can be accessed as a standard action using the opening to any container or bag, so long as said container or bag is either his own or is unattended.

Greater Collect (Su): A 7th level toll warden has become so skilled at collecting that he can always take 10 on Sleight of Hand checks. Furthermore, he can take items one size larger than normal, and hide them on his person as a supernatural ability. The basic Sleight of Hand DC to lift a larger object from an individual is 30, and the opponent gains a +5 circumstance bonus on the opposed Spot check to notice the 'collection.'

Weigh the Wealth (Su): At 8th level, a toll warden's ability to sense wealth around him improves dramatically. He can sense the value of any item or collection of coins within 30 feet, no matter how low the value. The auras revealing where the wealth is to be had show up during the first round, without the need to concentrate, and the toll warden is able to assess each aura's particular strength. A guideline on aura strengths is given in the table below:

Table 3-8: Wealth Aura Strengths

Wealth Range	Aura Strength
Below 1gp	Dim
1gp - 33gp	Faint
34gp - 666gp	Moderate
667gp - 33,333gp	Strong
33,334gp and above	Overwhelming

The toll warden can make an Appraise check on each aura as per the Tincture of Treasure ability to gain a more accurate indication of worth. If the item is at all magical in nature, he can assess the full value of the item, but does not gain any insight as to what enchantments are in effect. As a rule of thumb, assume that magical items have a base Appraise DC of 20, +1 per 2,000gp of value. A *potion of cure light wounds*, therefore, would have an Appraise DC of 21 to determine its value at 50gp, while a *mirror of life trapping* would have an Appraise DC of 120. Assuming that the toll warden made the Appraise DC 21 to assess the potion as being worth 50gp, he would still only know that he had a vial of some liquid worth 50gp.

Additionally, the toll warden has become so attached to his ill-gotten gains that even the loss of a copper penny does not go unnoticed. Should the toll warden lose or surrender any item that he has had on his person for more than 3 hours, he is able to use *locate object* at will to find said item.

Master of Misappropriation (Su): A 10th level toll warden of Mammon has become an accumulator of others' wealth *par excellence*. Any creature targeted by his *demand toll* ability that fails its saving throw must continue to make a saving throw round by round; the toll warden continues to make demands until a successful save is made, although the save DC decreases by -1

round by round. This still counts as only one use of *demand toll*.

Additionally, he can *discern location* 1/week to find any object he has touched.

Example Toll Warden of Mammon

Lake Eleven Fingers

Rogue 9, Toll Warden of Mammon 4

Medium Humanoid (Kin)

Hit Dice: 13d6+13 (61 hp)

Initiative: +5 (+5 Dex)

Speed: 20 ft. (4 squares)

Armor Class: 20 (+5 Dex, +1 size, +4 armor), touch 16, flat-footed 15

Base Attack/Grapple: +9/+5

Attack: +2 *keen dagger* +17 melee or +17 ranged (1d4+2/17-20); or masterwork light crossbow (with +1 bolts) +16 ranged (1d8+1/19-20)

Full Attack: +2 *keen dagger* +17/+12 melee or +17 ranged (1d4+2/17-20); or masterwork light crossbow (with +1 bolts) +16 ranged (1d8+1/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Demand toll* 1/day, sneak attack +6d6

Special Qualities: Collect, evasion, improved uncanny dodge, tincture of treasure, trapfinding, trap sense +3, uncanny dodge, vanishing vault

Saves: Fort +6, Ref +16, Will +5

Abilities: Str 10, Dex 20, Con 12, Int 14, Wis 10, Cha 16

Skills: Appraise +21, Balance +10, Bluff +10, Climb +6 (+8 to climb a rope), Diplomacy +7, Disable Device +16, Disguise +10 (+12 when acting in character), Escape Artist +20 (+22 when escaping rope bonds), Hide +28, Intimidate +13, Jump +9, Listen +6, Move Silently +22, Open Lock +16, Sleight of Hand +27, Sense Motive +10, Tumble +15, Use Rope +17 (+19 to bind someone)

Feats: Cheat, Deft Hands, Devotee of Darkness (Mammon), Skill Focus (Appraise), Weapon Finesse

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 13

Treasure: 2476 gp, +2 *keen dagger*, +2 *slick leather armor*, backpack, belt pouch (with 90 sp), *boots of elvenkind*, *cloak of elvenkind*, crowbar, explorer's outfit, masterwork light crossbow, masterwork thieves' tools, *ring of invisibility*, silk rope (50 ft.), trail rations (x2), quiver (with 50 +1 bolts), waterskin, *winged boots*.

Alignment: Lawful evil

Lake Eleven Fingers is a celebrated kin working for a money lender, who lost a finger defending his employer's shipments during a caravan ten years earlier. He is now a trustee for the money lender, managing a "franchise" in a town 30 miles away from his employer. Although his employer suspects that Lake is skimming off the top, he doesn't care as Lake consistently manages to reap greater interest profits than his other trustees. What he doesn't know is that Lake is neck deep in a business arrangement with a green dragon that is using the franchise to launder coin he's stolen from a nearby red dragon, dwarves, and from the money lender himself. Lake is soft spoken but brave; he's not afraid to take risks and can be very direct to the point of threatening. Although he prefers not to, he's comfortable in a fight and used to adventure in his

past.

Lake speaks Common, Draconic, Dwarven, Goblin, Gnome, and Infernal.

Collect (Ex): Lake is exceptionally skilled at "collecting taxes", gaining a +4 profane bonus on Sleight of Hand checks.

Demand Toll (Sp): 1/day, Lake can command that an item or sum of money be surrendered to him. This affects one target within range of his voice, who is entitled to a Will save (DC 16). Success means that the target is dazed for 1d3 rounds, whilst failure means acceding to the demand as well as being dazed for 1d3 rounds. Should the target not have the specified item or sum of money, or should the toll warden not specify which item is to be paid, the target automatically succeeds (and is dazed for 1d3 rounds). The most valuable item possessed by the target grants the target a +4 bonus on his saving throw; the second most valuable item grants a +2 bonus; and lesser items grant no bonus. This is a mind-influencing, language dependent ability.

Devotee of Darkness: Once per day, Lake can call upon the aid of Mammon, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Lake gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Mammon (or the Lord of Avarice himself), Lake takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws.

Tincture of Treasure (Su): Lake hates the thought of wealth in the hands of others, and constantly detects nearby objects worth at least 333 gp (as though by a detect spell with a 10 foot radius, centered on himself). By concentrating on the effect (a move action that does not provoke attacks of opportunity), Lake can discover more information. The first round (always active) allows him to ascertain whether there are objects at least 333 gp in the vicinity (items or coins kept in the same container count as one object). The second round shows him the approximate location and number of places where such wealth is kept. The third round gives an approximation of the value of the item(s), as long as Lake succeeds on an Appraise check (increase the DC by 10 if the items cannot be seen) as a free action. A separate check is required for each aura. Lake can only use the Appraise skill to determine the mundane (non-magical) value of an item.

Vanishing Vault (Su): Lake stores his wealth in an extraplanar vault, akin to a bag of holding, which only he can access. There is no weight limit, but there is a space limit (Lake's vault is a 40 foot cube). The vault cannot be entered; its only purpose is to store items until they are needed. Lake can access his vault as standard action, using the opening to any container or bag, so long as said container or bag is either his own or is unattended.

Epic Toll Warden of Mammon

The epic toll warden approaches ever closer to his ultimate goal: all wealth will be his, and he takes what is due him whether proffered willingly or not. Although the epic toll warden's wealth – and capacity to increase that wealth – is phenomenal, his greed is even greater

than his gold. For that reason, stooping to pick up a copper piece is just as important as lifting the pouch of diamonds from a passing merchant.

As an epic toll warden, your focus is already quite clearly defined. Your feats are therefore spent in those areas which best help you in your quest of absolute control of all wealth. Additional Magic Item Space allows you to wear more of your expensive baubles, while Improved Demand Toll and Polyglot allow you to quickly collect those baubles rightly yours. Epic Skill Focus (Sleight of Hand) will bring you even more rapidly to legendary feats of legerdemain. Finally, Superior Initiative and Blinding Speed mean that you will be a step ahead of those who attempt to thwart you – by the time they have thought to act they will already have surrendered their most powerful talismans into your grasp.

The toll warden is best served by placing ability score increases into Dexterity and Charisma. Increases to Intelligence grant additional skill points, which would also be of great benefit.

Hit Die: d6.

Skill Points per Level: 6 + Int Modifier.

Table 3-9: The Epic Toll Warden of Mammon

Class Level	Special
11	
12	<i>Demand Toll</i> 4/day
13	Bonus feat
14	
15	<i>Demand Toll</i> 5/day, sneak attack +4d6
16	Bonus feat
17	
18	<i>Demand Toll</i> 6/day
19	Bonus feat
20	Sneak attack +5d6

Class Features

Collect (Ex): After 10th level, the toll warden's bonus to Sleight of Hand checks increases by 1 for every 2 toll warden levels, instead of by 1 for every toll warden level.

Sneak Attack (Ex): At 15th level, and every 5 levels thereafter, the epic toll warden's sneak attack damage increases by +1d6.

Demand Toll (Sp): At 12th level, and every three levels thereafter, the epic toll warden can use *demand toll* an additional time per day. After 10th level, the save DC of this ability increases by 1 for every 2 toll warden levels, instead of by 1 for every toll warden level.

Vanishing Vault (Su): The space limit for the vault increases by one 10 foot cube per class level, as per normal.

Bonus Feats: An epic toll warden of Mammon gains a bonus feat (selected from the list of epic toll warden bonus feats) every three levels beyond 10th.

Epic Toll Warden Bonus Feat List: Additional Magic Item Space, Blinding Speed, Epic Reflexes, Epic

Skill Focus, Epic Speed, Epic Will, Improved Combat Reflexes, *Improved Master of Misappropriation*, Improved Sneak Attack, Lingering Damage, *Lord of Legerdemain*, *Rapacious*, *Robber of Legend*, *Safe and Secure*, Sneak Attack of Opportunity, Superior Initiative, Trap Sense, *Vainglorious Vault*, *What's Mine is Mine*.

Example Epic Toll Warden of Mammon

Lake Eleven Fingers

Rogue 10, Toll Warden of Mammon 13

Medium Humanoid (Kin)

Hit Dice: 23d6+23 (106 hp)

Initiative: +15 (+11 Dex, +4 Improved Initiative)

Speed: 40 ft. (8 squares) with *boots of swiftness*; base speed 20 ft. (4 squares)

Armor Class: 34 (+11 Dex, +1 size, +7 armor, +5 deflection), touch 27, flat-footed 23

Base Attack/Grapple: +16/+12

Attack: +5 *wounding dagger* +33 melee or +33 ranged (1d4+5 plus 1 Con/19-20); or +2 *frost light crossbow* (with +1 *keen bolts*) +16 ranged (1d8+2 plus 1d6/17-20)

Full Attack: +5 *wounding dagger* +33/+28/+23/+18 melee or +33 ranged (1d4+5 plus 1 Con/19-20); or +2 *frost light crossbow* (with +1 *keen bolts*) +16 ranged (1d8+2 plus 1d6/17-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Demand toll* 4/day, master of misappropriation, sneak attack +8d6

Special Qualities: 20% concealment, greater collect, improved evasion, improved uncanny dodge, *nondeflection*, trapfinding, trap sense +3, uncanny dodge, vanishing vault, weigh the wealth

Saves: Fort +9, Ref +27, Will +8

Abilities: Str 10, Dex 32, Con 12, Int 14, Wis 10, Cha 16

Skills: Appraise +31, Balance +40, Bluff +10, Climb +27 (+29 to climb a rope), Diplomacy +7, Disable Device +26, Disguise +10 (+12 when acting in character), Escape Artist +40 (+42 when escaping rope bonds), Hide +54, Intimidate +13, Jump +29, Listen +11, Move Silently +47, Open Lock +29, Sleight of Hand +59, Sense Motive +10, Tumble +45, Use Rope +17 (+19 to bind someone)

Feats: Cheat, Deft Hands, Devotee of Darkness (Mammon), Improved Initiative, Skill Focus (Appraise), Skill Focus (Sleight of Hand), Weapon Finesse

Epic Feats: Epic Skill Focus (Sleight of Hand), Lord of Legerdemain

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 23

Treasure: 58,726 gp, +2 *frost light crossbow*, +5 *wounding dagger*, +5 greater slick leather armor, backpack, belt pouch (with 100 sp), boots of swiftness, crowbar, explorer's outfit, mantle of great stealth, masterwork thieves' tools, ring of invisibility, ring of protection +5, silk rope (50 ft.), trail rations (x2), quiver (with 50 +1 *keen bolts*), waterskin

Alignment: Lawful evil

Lake has received a +4 inherent bonus to his Dexterity score.

Demand Toll (Sp): 1/day, Lake can command that an item or sum of money be surrendered to him. This af-

fects one target within range of his voice, who is entitled to a Will save (DC 26). Success means that the target is dazed for 1d3 rounds, whilst failure means acceding to the demand as well as being dazed for 1d3 rounds. Should the target not have the specified item or sum of money, or should the toll warden not specify which item is to be paid, the target automatically succeeds (and is dazed for 1d3 rounds). The most valuable item possessed by the target grants the target a +4 bonus on his saving throw; the second most valuable item grants a +2 bonus; and lesser items grant no bonus. This is a mind-influencing, language dependent ability.

Devotee of Darkness: Once per day, Lake can call upon the aid of Mammon, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Lake gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 23 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Mammon (or the Lord of the Avarice himself), Lake takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Lake obtains is ever effective against such creatures.

Greater Collect (Ex): Lake is exceptionally skilled at "collecting taxes", gaining a +11 profane bonus on Sleight of Hand checks. He may always take 10 on Sleight of Hand checks. Furthermore, he can take items one size category larger than normal, and hide them on his person as a supernatural ability. The base Sleight of Hand DC to lift a larger object from an individual is 30, and the opponent gains a +5 circumstance bonus on the opposed Spot check to notice the 'collection'.

Master of Misappropriation (Su): Lake has become an accumulator of others' wealth par excellence. Any creature targeted by his demand toll ability that fails its saving throw must continue to make a saving throw round by round; Lake continues to make demands until a successful save is made, although the save DC decreases by -1 each round. This still counts as only one use of demand toll. Additionally, he can discern location 1/week to find any object he has touched.

Tincture of Treasure (Su): Lake hates the thought of wealth in the hands of others, and constantly detects nearby objects worth at least 333 gp (as though by a detect spell with a 10 foot radius, centered on himself). By concentrating on the effect (a move action that does not provoke attacks of opportunity), Lake can discover more information. The first round (always active) allows him to ascertain whether there are objects at least 333 gp in the vicinity (items or coins kept in the same container count as one object). The second round shows him the approximate location and number of places where such wealth is kept. The third round gives an approximation of the value of the item(s), as long as Lake succeeds on an Appraise check (increase the DC by 10 if the items cannot be seen) as a free action. A separate check is required for each aura. Lake can only use the Appraise skill to determine the mundane (non-magical) value of an item.

Vanishing Vault (Su): Lake stores his wealth in an extraplanar vault, akin to a bag of holding, which only he can access. There is no weight limit, but there is a space limit (Lake's vault is a 130 foot cube). The vault cannot be entered; its only purpose is to store items until they

are needed. Lake can access his vault as standard action, using the opening to any container or bag, so long as said container or bag is either his own or is unattended.

Weigh the Wealth (Su): Lake hates the thought of wealth in the hands of others, and constantly detects nearby coins or items (as though by a detect spell with a 30 foot radius, centered on himself). Lake can instinctively assess the approximate value of the nearby treasure (as per Table 3-8). He may make an Appraise check on each aura as a free action to gain a more accurate indication of the treasure's worth. If the item is magical, he can assess the value of the item but does not gain any insight as to what enchantments are in effect. Assume that magical items have a base Appraise DC of 20 +1 per 2,000 gp of value.

Lake has become so attached to his ill-gotten gains that the loss of even a copper penny will not go unnoticed. Should Lake lose or surrender any item he has had on his person for more than 3 hours, he is able to use locate object at will to find said item.

Dominator of Belial

Of all the layers of Hell, it is the Fourth that best represents the image of that which is truly 'hellish.' It is a place of suffering and pain, including the infamous Lake of Fire and Brimstone. And although Phlegethos represents spiritual pain and suffering, most individuals only grasp the physical oppression which this place embodies.

There are some who are drawn to such things as physical oppression, those who delight in causing pain, and even find pleasure in it. These individuals seek to dominate the will of others, using pain with passion, suffering with seduction, the fire of their own lusts manifesting itself in diverse methods of control and confinement of both friend and foe. Such a soul is easily seduced into the service of Belial, and they become the dominators of the Master of Pain and Suffering.

Dominators of Belial are almost always found in positions of authority. Whether as a titular ruler or the head of a local church, whether as a merchant prince or a guild leader, the dominator has the type of personality that seeks power, and the ability to take it. Previous to swearing allegiance to Belial, they may have hidden such perversions as they seek as an accessory (or, perhaps more correctly, purpose) to their power, but the dominator tends to become more and more open about such activities as his power grows. Restrictive laws are put in place, with conforming the only pleasant option available. Curfews, dress codes, and segregation of different sexes/races/cultures are typical of the regime of a dominator.

Dominators often come from the ranks of fighters, monks, rangers and rogues. The way of the dominator can also appeal to fallen paladins who do not desire the path of a blackguard.

Dominators are almost never found in a submissive or secondary role.

Hit Dice: d6

Requirements

To qualify to become a dominator of Belial, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Base Attack Bonus: +6

Skills: Bluff 4 ranks, Intimidate 12 ranks, Sense Mo-

tive 4 ranks

Feats: Devotee of Darkness (Belial), Persuasive, Vile Martial Strike (or Vile Ki Strike or Vile Natural Strike)

Special: The dominator of Belial must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be dominator on the process to submit to the will of Belial, Lord of the Fourth.

Class Skills

The dominator of Belial's class skills (and the key ability for each skill) are: Bluff (Cha), Escape Artist (Dex), Gather Information (Cha), Intimidate (Cha), Move Silently (Dex), Open Lock (Dex), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Use Rope (Dex). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 4 + Intelligence modifier.

Table 3-10: The Dominator of Belial

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+0	+2/+0/+2	Touch of fire, true torturer
2	+1	+3/+0/+3	Presence of pain
3	+2	+3/+1/+3	Punishment +1d6
4	+3	+4/+1/+4	Presence of passion
5	+3	+4/+1/+4	Embrace of pain
6	+4	+5/+2/+5	Punishment +2d6
7	+5	+5/+2/+5	Revelation of pain
8	+6	+6/+2/+6	Soul of fire
9	+6	+6/+3/+6	Masochist, punishment +3d6
10	+7	+7/+3/+7	Suffer

Class Features

All the following are class features of the dominator of Belial prestige class.

Weapon and Armor Proficiency: A dominator of Belial gains proficiency with simple weapons, as well as ransurs and whips. The dominator also gains proficiency with light and medium armor, but not with shields. In the hands of a dominator of Belial, whips may cause lethal or non-lethal damage depending on the desires of the dominator.

Touch of Fire (Su): The touch of a dominator may transmit scalding heat. A number of times per day equal to the dominator's Charisma modifier, the dominator may cause 1d6 points of fire damage on any successful melee or whip attack. Touch of Fire damage does not stack with fire damage from other sources. The domina-

tor also receives fire resistance 10.

True Torturer (Ex): The dominator receives a +4 bonus to all checks related to torturing victims as described in the *Book of Vile Darkness*. Thus, appropriate Bluff, Intimidate, and Sense Motive checks are modified as necessary during torture sessions.

Presence of Pain (Su): The presence of a dominator can fill those around her with a tremendous sense of pain and dread. As a standard action, the dominator can cause all within five feet of her person to suffer from intense pain. Those within the radius must succeed on a Will save DC = 10 + the dominator's class level + the dominator's Charisma modifier or fall under the effects of *fear* as cast by a sorcerer of the dominator's character level.

Punishment (Ex): The dominator excels in further harming those already writhing in pain. Any creature that the dominator has successfully struck in melee or with a whip within the last four rounds or any creature under the influence of the dominator's Presence of Pain or Revelation of Pain suffers an additional +1d6 points of damage from subsequent dominator melee attacks. The dominator can select whether or not this extra damage is lethal or non-lethal in nature. The amount of extra damage the dominator can cause increases by 1d6 every three levels. Creatures that are immune to critical hits are likewise immune to Punishment.

Presence of Passion (Su): The dominator can cause those who have been harmed by her to seek to please her in order to avoid further torture. The dominator can attempt to cast *charm person* on any being that has sustained more than 10 points of damage from one successful melee attack she has caused as a standard action. The dominator may attempt this power a number of times per day equal to her Charisma modifier. The Will save DC = 10 + the dominator's class level + the dominator's Charisma modifier + 1 for every 5 points of damage beyond 10. All forms of damage stack for the purposes of determining the modifier. The *charm person* behaves as the spell as though cast by a sorcerer of the dominator's character level with the following adjustments. First, due to the nature of the Presence of Passion, the victim affected by this power does not receive a bonus to the initial saving throw. Second, the victim will do almost anything to avoid more pain, and suffers a -2 penalty to all Charisma checks when asked by the dominator to perform a deed not in his nature. Finally, if the victim is asked to do something suicidal, he will do it in order to avoid future reprisals, but receives a Will saving throw to overcome the effects. Once the effect of the Presence of Passion wears off, the victim perceives the dominator in a very hostile light. The dominator may not *charm* more than one person per class level in this manner.

Embrace of Pain (Ex): The dominator receives a boon against effects that should harm or otherwise incapacitate her as she is filled with passion rather than pain. This translates into a +2 bonus to all saving throws made against *fear* and pain effects; furthermore, such spells against which the dominator fails are only half as effective and last half as long.

Revelation of Pain (Su): Once per day as a standard action, the dominator may cast *symbol of pain* as a sorcerer equal to her character level. This *symbol of pain* takes only one action to cast rather than 10 minutes, but lasts for only five minutes per the dominator's class level. Those under the effects of Revelation of Pain also suffer -4 penalties to saving throws and Charisma checks

against any of the dominator's subsequent attacks or spells.

Soul of Fire (Ex): The dominator receives complete immunity to all fire attacks. Additionally, the dominator's Touch of Fire now deals 1d10 points of damage which stacks with fire damage from other sources. In addition, the dominator may attempt to use any fire-based magic item as if she had full skill ranks in Use Magic Device with a +4 competence bonus."

Masochist (Ex): The dominator receives intense pleasure when harmed or otherwise damaged. Any time the dominator suffers five or more points of damage from one attack, she receives a +1 bonus to attacks, initiative, saving throws, and skill checks; the DCs to her dominator specific special abilities likewise receive a +1 bonus. These bonuses remain for one round. Furthermore, the dominator never suffers from massive damage attacks and does not fall unconscious upon reaching 0 or fewer hit points; however, she automatically dies when she reaches -10 hit points. The dominator may deliver this damage to herself if she so desires.

Suffer (Su): The dominator has reached the pinnacle of her power as a slave of Belial. She achieves complete immunity to fear or pain effects. When engaged in melee combat, those who successfully harm the dominator find that half of the damage they cause is dealt to them in turn at the end of their action. Finally, the dominator may attempt, as a standard action, to *dominate person* anyone that she has successfully harmed in melee combat or with a whip; this must be done within 4 rounds of actually dealing the damage. This spell functions as though cast by a sorcerer of the dominator's character level and has a Will save DC of 10 + the dominator's class level + the dominator's Charisma modifier + 1 for every 10 points of damage a dominator dealt in a single attack. The dominator may attempt to affect a number of victims per day equal to her Charisma modifier, and may have up to 10 *dominated* slaves at any one time. Those released from the dominator's power hate her with a passion, perceiving her in a very hostile manner.

Example Dominator of Belial

High Inquisitor Alak Trek

Fighter 2, Cleric 7, Dominator of Belial 5

Medium Humanoid (Sapient)

Hit Dice: 2d10+7d8+5d6+28 (92 hp)

Initiative: +1 (+1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 18 (+1 Dex, +4 armor, +3 deflection), touch 14, flat-footed 17

Base Attack/Grapple: +10/+16

Attack: Unarmed strike +14 melee (1d3+4); or +1 *vicious wounding whip* +13 melee (1d3+3 plus 2d6 plus 1 Con plus 1 vile plus 1d6 to Alak)

Full Attack: Unarmed strike +14/+9 melee (1d3+4); or +1 *vicious wounding whip* +13/+8 melee (1d3+3 plus 2d6 plus 1 Con plus 1 vile plus 1d6 to Alak)

Space/Reach: 5 ft./5 ft.

Special Attacks: Presence of pain, presence of passion, punishment +1d6, rebuke undead 5/day, spells, touch of fire

Special Qualities: Embracement of pain, fire resistance 10, true torturer

Saves: Fort +16, Ref +7, Will +15

Abilities: Str 14, Dex 13, Con 14, Int 11, Wis 16, Cha 15

Skills: Bluff +9, Climb +2 (+4 to climb a rope), Diplomacy +4, Disguise +2 (+4 when acting in character), Gather Information +9, Intimidate +22, Knowledge (religion) +10, Knowledge (the planes) +5, Sense Motive +8, Speak Language (Infernal)

Feats: Devotee of Darkness (Belial), Endurance, Improved Grapple, Improved Unarmed Strike, Persuasive, Power Attack, Skill Focus (Intimidate), Spell Focus (Enchantment), Vile Martial Strike (whip)

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 14

Treasure: 3804 gp, +1 *vicious wounding whip*, *amulet of mighty fists* +2, belt pouch (with 100 sp), *bracers of armor* +4, cleric's vestments, *cloak of resistance* +3, masterwork dagger, masterwork manacles, *ring of mind shielding*, *ring of protection* +3, silk rope (50 ft.), silver unholy symbol (Belial), waterskin

Alignment: Lawful evil

A high ranking worshiper in a church that has been ferreting out those suspected of apostasy and high treason against the duke, Alak Trek has become renowned for his ability to encourage testimony that has led to the arrests and executions of some of the most dangerous men and women in the duchy. What neither the church nor king know is that he has long since sold his soul to Belial and that his mission is to hide the true traitors while ferreting out those who could stop the eventual coup that lies around the corner. Alak is an older, yet vigorous man, who in his youth was a very faithful man with doubts about his own sexuality. He tried to prove his manhood by raping and murdering female prostitutes.

Alak speaks Common and Infernal.

Devotee of Darkness: Once per day, Alak can call upon the aid of Belial, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Alak gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Belial (or the Lord of Pain and Suffering himself), Alak takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws.

Embracement of Pain (Ex): Alak receives a boon against effects that should harm or incapacitate him, as he is filled with passion rather than pain. This translates into a +2 bonus to all saves against fear and pain effects; furthermore, such spells are only half as effective and last only half as long even if he fails his save against them.

Presence of Pain (Su): Alak can cause all within five feet of him to suffer from intense pain. They must succeed on a Will save (DC 17) or fall under the effects of fear (caster level 14th).

Presence of Passion (Su): Alak can cause those he's harmed to seek to please him in order to avoid further torture. 2/day, he may cast charm person (caster level 14th) on any being that has sustained more than 10 points of damage from one of his melee attacks. The Will save DC is 17 + 1 for every 5 points of damage beyond 10; all forms of damage stack for the purposes of determining the modifier. Due to the nature of the presence of passion, the victim affected by this power does

not receive a bonus to the initial saving throw. They will do almost anything to avoid more pain, and suffer a -2 penalty to all Charisma checks when asked by Alak to perform a deed against their nature. The victim will even obey suicidal orders, in order to avoid future reprisals, but such a victim receives another Will save to overcome the effects. Once the presence of passion wears off, the victim will perceive Alak in a very hostile light. Alak may not charm more than 5 people at any one time.

Punishment (Ex): Alak excels in further harming those already writhing in pain. Any creature he has strike in melee or with a whip within the last four rounds, or any creature under the influence of his presence of pain ability, suffers an additional +1d6 points of damage from Alak's subsequent melee attacks. Alak can select whether this extra damage is lethal or nonlethal in nature. Creatures immune to critical hits are immune to punishment.

Touch of Fire (Su): 2/day, Alak may transmit scalding heat through any successful melee or whip attack, dealing 1d6 points of fire damage. Touch of fire damage does not stack with fire damage from other sources.

True Torturer (Ex): Alak receives a +4 bonus to all checks related to torturing victims as described in the Book of Vile Darkness.

Typical Cleric Spells Prepared: (6/5+1/4+1/3+1/1+1; save DC 13 + spell level): 0 - *create water, detect magic, mending, resistance*; 1st - *angry ache**, *bane, cause fear, command, deathwatch, doom*; 2nd - *death knell, hold person, sadism**, *silence, zone of truth*; 3rd - *bestow curse, blindness/deafness, deeper darkness, wrack**; 4th - *lesser planar ally, liquid pain**. *Domain spell. Domains: Domination (gain Spell Focus [enchantment] as a bonus feat) and Pain (1/day, Alak may convert up to 14 points of damage from one blow into healing for himself).

Epic Dominator of Belial

The epic dominator of Belial is a perverse figure, capable of unspeakable acts of cruelty. Driven by his lust and his will to dominate others, he uses fear and pain as his weapons on his quest to force all others into submission.

An epic dominator tends to focus on feats that allow him to intimidate or torment others, such as Epic Reputation, Epic Skill Focus (Intimidate), or Improved Touch of Fire, or feats that increase his ability to withstand pain himself, such as Epic Endurance, Epic Fortitude, or Fast Healing.

The epic dominator of Belial relies heavily on Charisma, on which many of his abilities are based. Increases to his Constitution are also very helpful, as they allow the masochistic dominator to take more damage.

Hit Die: d6.

Skill Points/level: 4 + Int Modifier.

Class Features

Punishment (Ex): At 12th level, and every 3 levels thereafter, the epic dominator's sneak attack damage increases by +1d6.

Revelation of Pain (Su): At 14th level, and every 7 levels thereafter, the epic dominator can use revelation of pain one additional time per day.

Bonus Feats: The epic dominator of Belial gains a bonus feat (selected from the list of epic dominator bonus feats) every three levels beyond 10th.

Table 3-11: The Epic Dominator of Belial

Class Level	Special
11	
12	Punishment +4d6
13	Bonus Feat
14	
15	Punishment +5d6
16	Bonus Feat
17	
18	Punishment +6d6
19	Bonus Feat
20	

Epic Dominator of Belial Bonus Feat List: Epic Endurance, Epic Fortitude, Epic Reputation, Epic Skill Focus, Epic Weapon Focus (whip), Epic Weapon Specialization (whip), Fast Healing, Great Charisma, Great Constitution, Great Dexterity, Improved Touch of Fire, Perfect Health, Superior Initiative.

Example Epic Dominator of Belial

High Inquisitor Alak Trek

Fighter 2, Cleric 8, Dominator of Belial 14

Medium Humanoid (Sapient)

Hit Dice: 2d10+8d8+14d6+150 (250 hp)

Initiative: +1 (+1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 28 (+1 Dex, +3 Wis, +8 armor, +5 deflection, +1 monk), touch 20, flat-footed 27

Base Attack/Grapple: +17/+21

Attack: Unarmed strike +26 melee (1d8+9); or +2 *vicious vorpal wounding whip* +23 melee (1d3+6 plus 2d6 plus 1 Con plus 1 vile plus 1d6 to Alak/x2 plus decapitation)

Full Attack: Unarmed strike +26/+21/+16 melee (1d8+9); or +2 *vicious vorpal wounding whip* +23/+18/+13 melee (1d3+6 plus 2d6 plus 1 Con plus 1 vile plus 1d6 to Alak/x2 plus decapitation)

Space/Reach: 5 ft./5 ft.

Special Attacks: Presence of pain, presence of passion, punishment +4d6, rebuke undead 7/day, revelation of pain 2/day, soul of fire, spells, suffer

Special Qualities: Embrace of pain, fire resistance 10, masochist, true torturer

Saves: Fort +28, Ref +13, Will +23

Abilities: Str 19, Dex 13, Con 19, Int 11, Wis 16, Cha 18

Skills: Bluff +11, Climb +4 (+6 to climb a rope), Diplomacy +6, Disguise +4 (+6 when acting in character), Escape Artist +6 (+8 to escape rope bonds), Gather Information +21, Intimidate +38, Knowledge (religion) +10, Knowledge (the planes) +9, Sense Motive +10, Speak Language (Infernal), Use Rope +12 (+14 to bind someone)

Feats: Devotee of Darkness (Belial), Endurance, Great Fortitude, Improved Grapple, Improved Unarmed Strike, Improved Toughness, Persuasive, Power Attack, Skill Focus (Intimidate), Spell Focus (Enchantment), Vile Martial Strike (whip)

Epic Feats: Epic Endurance, Epic Toughness, Improved Touch of Fire

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 24

Treasure: 1504 gp, +2 vicious vorpal wounding whip, *amulet of mighty fists* +5, belt pouch (with 100 sp), *boots of teleportation*, *bracers of armor* +8, cleric's vestments, *chime of interruption*, *greater strand of prayer beads*, *mantle of spell resistance and resistance* +5, *manual of bodily health* +5, *manual of gainful exercise* +5, masterwork dagger, masterwork manacles, *monk's belt*, *necklace of fireballs type VII*, *ring of mind shielding*, *ring of protection* +5, silk rope (50 ft.), silver unholy symbol (Belial), waterskin.

Alignment: Lawful evil

Alak has received +5 inherent bonuses to his Strength and Constitution scores.

Devotee of Darkness: Once per day, Alak can call upon the aid of Belial, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Alak gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 24 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Belial (or the Lord of Pain and Suffering himself), Alak takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Alak obtains is ever effective against such creatures.

Embracement of Pain (Ex): Alak receives a boon against effects that should harm or incapacitate him, as he is filled with passion rather than pain. This translates into a +2 bonus to all saves against fear and pain effects; furthermore, such spells are only half as effective and last only half as long even if he fails his save against them.

Masochist (Ex): Alak receives intense pleasure when harmed or otherwise damaged. Any time Alak suffers five or more points of damage from one attack, he receives a +1 bonus to attacks, initiative, saving throws, and skill checks; the DCs to his dominator specific special abilities likewise receive a +1 bonus. These bonuses remain for one round. Furthermore, Alak is not susceptible to death by massive damage and does not fall unconscious upon reaching 0 or fewer hit points; however, he automatically dies when he reaches -10 hit points. Alak may deliver this damage to himself if he so desires.

Presence of Pain (Su): Alak can cause all within five feet of him to suffer from intense pain. They must succeed on a Will save (DC 28) or fall under the effects of fear (caster level 24th).

Presence of Passion (Su): Alak can cause those he's harmed to seek to please him in order to avoid further torture. 4/day, he may cast *charm person* (caster level 24th) on any being that has sustained more than 10 points of damage from one of his melee attacks. The Will save DC is 28 + 1 for every 5 points of damage beyond 10; all forms of damage stack for the purposes of determining the modifier. Due to the nature of the presence of passion, the victim affected by this power does not receive a bonus to the initial saving throw. They will do almost anything to avoid more pain, and suffer a -2

penalty to all Charisma checks when asked by Alak to perform a deed against their nature. The victim will even obey suicidal orders, in order to avoid future reprisals, but such a victim receives another Will save to overcome the effects. Once the presence of passion wears off, the victim will perceive Alak in a very hostile light. Alak may not charm more than 5 people at any one time.

Punishment (Ex): Alak excels in further harming those already writhing in pain. Any creature he has strike in melee or with a whip within the last four rounds, or any creature under the influence of his presence of pain ability, suffers an additional +4d6 points of damage from Alak's subsequent melee attacks. Alak can select whether this extra damage is lethal or nonlethal in nature. Creatures immune to critical hits are immune to punishment.

Revelation of Pain (Su): 2/day, as a standard action, Alak may cast *symbol of pain* (caster level 24th). This symbol of pain takes 1 action to cast and lasts for 70 minutes. Those under the effects of revelation of pain also suffer -4 penalties to saving throws and Charisma checks against any of Alak's subsequent attacks or spells.

Suffer (Su): Alak has reached the pinnacle of his power as a slave of Belial. He has complete immunity to fear or pain effects. When engaged in melee combat, those who successfully harm him find that half of the damage they cause is dealt to them in turn at the end of their action. Finally, Alak may attempt, as a standard action, to cast *dominate person* (caster level 24th) on anyone that he has successfully harmed in melee combat; this must be done within 4 rounds of actually dealing the damage. The Will save DC is 28 + 1 for every 10 points of damage Alak dealt in a single attack. He may attempt to attempt up to 4 victims per day, and may have up to 10 dominated slaves at any one time. Those released from Alak's power hate him with a passion, perceiving him in a very hostile manner.

Soul of Fire (Su): 4/day, Alak may transmit scalding heat through any successful melee or whip attack, dealing 2d10 points of fire damage and ignoring the first 10 points of fire resistance each round. Alak has fire resistance 10, and may attempt to use any fire-based magic item as if he had a +35 modifier to Use Magic Device.

True Torturer (Ex): Alak receives a +4 bonus to all checks related to torturing victims as described in the *Book of Vile Darkness*.

Typical Cleric Spells Prepared (6/5+1/4+1/4+1/2+1; save DC 13 + spell level): 0 - *create water*, *detect magic*, *mending*, *resistance*; 1st - *angry ache**, *bane*, *cause fear*, *command*, *deathwatch*, *doom*; 2nd - *death knell*, *hold person*, *sadism**, *silence*, *zone of truth*; 3rd - *bestow curse*, *blindness/deafness*, *contagion*, *deeper darkness*, *wrack**; 4th - *divine power*, *lesser planar ally*, *liquid pain**.

*Domain spell. Domains: Domination (gain Spell Focus [enchantment] as a bonus feat) and Pain (1/day, Alak may convert up to 24 points of damage from one blow into healing for himself).

Veil of Leviathan

Dissatisfaction is a terrible thing. It is like a disease, steadily gnawing away at the mind, eventually crumbling defenses and forcing individuals to act. The Realms Above teach that there is only one way to overcome it: a change of attitude, from selfish to selfless. Hell teaches a very different lesson: step on who you must until you control all you desire. Among the servants of Hell, none

have learnt this lesson better than the veil of Leviathan.

The veil has long since forgotten what it is like to be content with his lot in life. He is ignorant of such things as peace and joy, knowing only a hunger that cannot be sated. The veil is often a glutton of the worst sort, seemingly unable or unwilling to control his appetites in at least one aspect of his life, and yet surprisingly disciplined in his efforts to pursue said appetites. He uses the dark gifts that come from his association with Leviathan to plot further attempts to control all he desires. He seeks to keep others ignorant of his machinations, whether by keeping them in the dark, or by returning them to it.

The veil often takes his place in society as an under-world figure. His is a world of no names, no rumors, and no information. He has elaborate cells of underlings to do his bidding, most of them unaware of each other, and often just as unaware of the veil himself. He is the hypocrite who dabbles in politics, promising one thing, but always interweaving his own agenda. He leaves no trail, and no finger ever points his way - not for long in any case. He is the privateer - never the pirate - who follows his dark passions under a flag of no colors, but then justifying his acts as patriotic. He is the fine weather friend who turns from his allies at the first sign of trouble.

Veils of Leviathan generally come from the ranks of rangers and rogues. Some fighters and monks also take up the class. Spellcasters of any sort can make excellent veils as well, but find it difficult to meet the prerequisites.

Veils are found in all sorts of company, usually as unremarkable individuals. They never show their power openly unless it cannot be helped. They often make excellent sidekicks on the surface, willing to show their usefulness for so long as they see ripe opportunity for gain down the track.

Hit Die: d6

Requirements

To qualify to become a veil of Leviathan, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Base Attack Bonus: +6

Skills: Bluff 6 ranks, Sense Motive 6 ranks

Feats: Backstabber, Devotee of Darkness (Leviathan), Impostor, Suspicious

Special: A character with a sneak attack of at least +1d6 need not take the Backstabber feat. Veils of Leviathan must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be veil on the process to submit to the will of Leviathan, the Lord of the Fifth.

Class Skills

The veil of Leviathan's class skills (and the key ability for each skill) are: Bluff (Cha), Concentration (Con), Craft (any) (Int), Diplomacy (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Listen (Wis), Move Silently (Dex), Profession (any) (Wis), Search (Int), Sense Motive (Wis), Spot (Wis), Swim (Str), Tumble (Dex). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the veil of

Table 3-12: The Veil of Leviathan

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+1	+2/+0/+2	Relentless
2	+2	+3/+0/+3	Unreadable
3	+3	+3/+1/+3	Amnesiac strike 1/day
4	+4	+4/+1/+4	
5	+5	+4/+1/+4	Water under the bridge 1/day
6	+6	+5/+2/+5	Amnesiac strike 2/day
7	+7	+5/+2/+5	
8	+8	+6/+2/+6	Ignorance is bliss
9	+9	+6/+3/+6	Amnesiac strike 3/day
10	+10	+7/+3/+7	Gift of oblivion, water under the bridge 2/day

Leviathan prestige class.

Weapon and Armor Proficiency: Veils of Leviathan gain no proficiency with weapons or armor.

Relentless (Ex): The veil of Leviathan is single-minded in the pursuit of his desires. A veil becomes a glutton in one area, seeking continually to feed that desire. Sample desires include eating or drinking, debauchery, political power, wealth, accumulation of property, and dominion over others. Other desires may be possible with the approval of the DM (and even those listed should be carefully considered by the DM before being allowed. As a general rule, the more specific the desire, the better from a balance point of view). A veil is effectively immune to any enchantment or mind-affecting effect that would otherwise prevent him from pursuing his desires.

For example, Tophas is accepted into the ranks of the veils. He desires ever increasing political power above all else, and thus he becomes Relentless with regards to this. When, as a candidate for election in a democratic nation, he is asked to participate in a debate over what he stands for, Tophas is unconcerned that a *zone of truth* spell will be used to keep the candidates honest, as it will not affect him in the slightest.

Later in his career, having overthrown the system of government and installed himself as a despot, Tophas is confronted by an enchanter of great power. The enchanter seeks to subvert Tophas and rule from behind the scenes. However, every last enchantment spell cast at Tophas is ineffective.

Unreadable (Ex): A 2nd level veil of Leviathan has learnt how to effectively mask his desires. He gains a +3 bonus to all Bluff checks relating to his desires, and is likewise immune to *detect thoughts* or similar effects. Additionally, the veil cannot be tracked by mundane

means unless he deliberately leaves a trail.

Amnesiatic Strike (Su): At 3rd level, the veil has learnt to draw upon the mind-numbing power of the River Styx. Once per day he can declare an attack to be an Amnesiatic Strike. If the attack is successful, his opponent is affected as if by *modify memory*, forgetting all events of the last five minutes, as well as any events that transpire in the following five rounds. The target is entitled to a Will saving throw to avoid this effect; the DC = 10 + the damage dealt. A ranged attack can be an Amnesiatic Strike. If the attack misses, it still uses up that use of Amnesiatic Strike for the day.

The veil can use Amnesiatic Strike twice per day at 6th level, and three times per day at 9th level. This is an Enchantment (compulsion) [mind-affecting] ability.

Water Under the Bridge (Sp): A 5th level veil can use *charm monster* 1/day on any creature within 50 feet that he has affected with his Amnesiatic Strike. The ability allows a Will save with a DC of 14 + the veil's Charisma modifier to negate the effect. Water Under the Bridge lasts 24 hours if successful. At 10th level, the veil can use the ability 2/day. The veil's caster level equals 10 + his class level.

Ignorance is Bliss (Su): An 8th level veil of Leviathan's Amnesiatic Strike can affect any creature, even if it would normally be immune to mind-affecting effects.

Gift of Oblivion (Su): A 10th level veil is able to use *modify memory* at will. His caster level equals 10 + his class level. Furthermore, the *modify memory* effect (including that bestowed by his Amnesiatic Strike ability) is not easily removed. The effect is treated as if it had Spell Resistance equal to 22 + the Veil's class level, forcing those who would remove it to make a caster level check in order to succeed.

Example Veil of Leviathan

The Faceless

Rogue 9, Veil of Leviathan 6

Medium Humanoid (Sapient)

Hit Dice: 15d6+15 (70 hp)

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 30 ft. (6 squares)

Armor Class: 21 (+1 Dex, +6 armor, +4 deflection), touch 15, flat-footed 20

Base Attack/Grapple: +12/+13

Attack: +2 *frost short sword* +15 melee (1d6+3 plus 1d6 cold/19-20); or +2 *light crossbow* +16 ranged (1d8+2/19-20)

Full Attack: +2 *frost short sword* +15/+10/+5 melee (1d6+3 plus 1d6 cold/19-20); or +2 *light crossbow* +16 ranged (1d8+2/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Amnesiatic strike 2/day, sneak attack +5d6, *water under the bridge* 1/day

Special Qualities: Evasion, relentless, improved uncanny dodge, trapfinding, trap sense +3, uncanny dodge, unreadable

Saves: Fort +9, Ref +10, Will +10

Abilities: Str 12, Dex 15, Con 13, Int 14, Wis 14, Cha 15

Skills: Bluff +24 (+27 against the wealthy), Diplomacy +13, Disable Device +10, Disguise +22 (+24 when acting in character), Escape Artist +7, Gather Information +15 (+17 locally), Hide +8, Intimidate +12, Jump +3, Knowledge (local) +10, Knowledge (nobility and royalty) +7, Listen +9, Move Silently

+10, Open Lock +10, Search +10, Sense Motive +22, Sleight of Hand +10, Spot +18, Swim +7, Tumble +8

Feats: Combat Expertise, Devotee of Darkness (Leviathan), Imposter, Improved Feint, Improved Initiative, Persuasive, Suspicious

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 15

Treasure: 3991, +2 *frost short sword*, +2 *light crossbow*, +3 *glamered studded leather armor*, *amulet of proof against detection and location*, belt pouch (with 90 sp), *cape of the mountebank*, *mask of disguise* (as *hat of disguise*), masterwork thieves' tools, *ring of mind shielding*, *ring of protection* +4, trail rations (x2), traveler's outfit, quiver (with 50 crossbow bolts), waterskin

Alignment: Lawful evil

The Faceless is a well-known, in the proper circles, miracle worker. He makes problems for the wealthy disappear for a steep, yet reasonable fee. He is difficult to find, but once found and a contract is established, he sets to work. In truth, the Faceless is the daughter of a wealthy socialite family and is aware of the activities of the town's wealthiest folk. Disguised as The Faceless (a personality she adopted during her years traveling the world being educated), she is infatuated with the secrets and fears of the wealthy and uses the knowledge she gleans against them to create problems that she effortlessly cleans up as her alter ego. Homely and unimpressive in her true life, she is a charming person as the male Faceless.

The Faceless speaks Common, Infernal, and Undercommon.

Amnesiatic Strike (Su): The Faceless has learnt to draw upon the mind-numbing power of the River Styx. 2/day, he can declare an attack to be an amnesiatic strike. If the attack is successful, his opponent is affected as if by *modify memory*, forgetting all events of the last five minutes, as well as any events that transpire in the following five rounds. The target is entitled to a Will saving throw to avoid this effect (DC 10 + the damage dealt). A ranged attack can be an amnesiatic strike. If the attack misses, it still uses up that use of amnesiatic strike for the day. This is an Enchantment (compulsion) [mind-affecting] ability.

Devotee of Darkness: Once per day, the Faceless can call upon the aid of Leviathan, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, the Faceless gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Leviathan (or the Lord of Stygia himself), the Faceless takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws.

Relentless (Ex): The Faceless is single-minded in the pursuit of his desires. He is effectively immune to any enchantment or mind-affecting effect that would otherwise prevent him from learning the secrets of the wealthy.

Unreadable (Ex): The Faceless has learnt how to effectively mask his desires. He gains a +3 bonus to all

Bluff checks against the wealthy, and is likewise immune to detect thoughts or similar effects. Additionally, the Faceless cannot be tracked by mundane means unless he deliberately leaves a trail.

Water Under the Bridge (Sp): The Faceless can use charm monster 1/day (caster level 16th) on any creature within 50 feet that he has affected with his amnesiac strike. A successful Will save (DC of 16) negates the effect. Water under the bridge lasts 24 hours if successful.

Epic Veil of Leviathan

The epic veil of Leviathan turns his single-minded pursuit of his desires into an obsession, and few things can keep him from achieving his goals.

The epic veil of Leviathan often focuses on feats that will make him more difficult to capture or defeat, such as Blinding Speed or Superior Initiative. By taking Improved Sneak Attack, he may work to improve his offensive capabilities, going on to take Lingering Damage, Sneak Attack of Opportunity, or additional Improved Sneak Attack feats.

Charisma is useful to the epic veil of Leviathan, as it increases the save DCs of his special abilities. A high Dexterity score is useful to veils that engage in rogue-like activities.

Hit Die: d6.

Skill Points per Level: 4 + Int modifier.

Table 3-13: The Epic Veil of Leviathan

Class Level	Special
11	
12	Amnesiac strike 4/day
13	Bonus feat
14	
15	Amnesiac strike 5/day, <i>water under the bridge</i> 3/day
16	Bonus feat
17	
18	Amnesiac strike 6/day
19	Bonus feat
20	<i>Water under the bridge</i> 4/day

Class Features

Amnesiac Strike (Su): At 12th level, and every 3 levels thereafter, the epic veil can use amnesiac strike one additional time per day.

Water Under the Bridge (Sp): At 15th level, and every 5 levels thereafter, the epic veil can use *water under the bridge* one additional time per day.

Bonus Feats: The epic veil of Leviathan gains a bonus feat (selected from the list of epic veil bonus feats) every three levels beyond 10th.

Epic Veil of Leviathan Bonus Feat List: Blinding Speed, Epic Reputation, Epic Skill Focus, Epic Speed, Improved Combat Reflexes, Improved Sneak Attack*,

Kiss of the Styx, Lingering Damage, Sneak Attack of Opportunity, Spellcasting Harrier, Superior Initiative, Trap Sense, Uncanny Accuracy, *Unexpected Strike*.

The epic veil of Leviathan can select any of the following rogue special abilities in place of an epic feat: crippling strike, opportunist, or slippery mind.

*If the veil qualifies for this feat with the Backstabber feat, he loses that feat the first time Improved Sneak Attack is taken and gains a base sneak attack damage of +2d6.

Example Epic Veil of Leviathan

The Faceless

Rogue 10, Veil of Leviathan 15

Medium Humanoid (Sapient)

Hit Dice: 25d6+50 (140 hp)

Initiative: +9 (+5 Dex, +4 Improved Initiative)

Speed: 30 ft. (6 squares)

Armor Class: 28 (+5 Dex, +8 armor, +5 deflection), touch 20, flat-footed 23

Base Attack/Grapple: +20/+21

Attack: +5 *icy burst wounding short sword* +26 melee (1d6+6 plus 1d6 cold plus 1 Con/19-20 plus 1d10 cold); or +5 *speed short sword* +26 melee (1d6+5/19-20); or +5 *light crossbow* (with +1 *icy burst bolts*) +30 ranged (1d8+5 plus 1d6 cold/19-20 plus 1d10 cold)

Full Attack: +5 *icy burst wounding short sword* +24/+19/+14/+9 melee (1d6+6 plus 1d6 cold/19-20 plus 1d10 cold) and +5 *speed short sword* +24/+24/+19/+14 melee (1d6+5/19-20); or +5 *light crossbow* (with +1 *icy burst bolts*) +30 ranged (1d8+5 plus 1d6 cold/19-20 plus 1d10 cold)

Space/Reach: 5 ft./5 ft.

Special Attacks: Amnesiac strike 5/day, crippling strike, gift of oblivion, sneak attack +5d6, *water under the bridge* 3/day

Special Qualities: 20% concealment, evasion, relentless, improved uncanny dodge, *nondetection*, trapfinding, trap sense +3, uncanny dodge, unreadable

Saves: Fort +13, Ref +17, Will +14

Abilities: Str 12, Dex 20, Con 14, Int 14, Wis 14, Cha 16

Skills: Bluff +35 (+38 against the wealthy), Diplomacy +21, Disable Device +19, Disguise +33 (+37 when acting in character), Escape Artist +15, Gather Information +26 (+28 locally), Hide +44, Intimidate +20, Jump +3, Knowledge (local) +10, Knowledge (nobility and royalty) +7, Listen +9, Move Silently +43, Open Lock +23, Search +10, Sense Motive +22, Sleight of Hand +15, Spot +18, Swim +12, Tumble +16

Feats: Combat Expertise, Devotee of Darkness (Leviathan), Greater Two-Weapon Fighting, Imposter, Improved Feint, Improved Initiative, Improved Two-Weapon Fighting, Persuasive, Suspicious, Two-Weapon Fighting

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 25

Treasure: 5,916 gp, +5 *icy burst wounding short sword*, +5 *speed short sword*, +5 *glamered studded leather armor*, +5 *light crossbow*, belt pouch (with 90 sp), *boots of teleportation*, *gate key*, *mantle of great stealth*, *mask of disguise* (as *hat of disguise*), masterwork thieves' tools, *periapt of proof against poison*, *ring of mind shielding*, *ring of protection* +5, trail rations (x2), traveler's outfit, quiver (with 50 +1 icy

burst bolts), waterskin

Alignment: Lawful evil

Amnesiac Strike (Su): The Faceless has learnt to draw upon the mind-numbing power of the River Styx. 5/day, he can declare an attack to be an amnesiac strike. If the attack is successful, his opponent is affected as if by modify memory, forgetting all events of the last five minutes, as well as any events that transpire in the following five rounds. The target is entitled to a Will saving throw to avoid this effect (DC 10 + the damage dealt). A ranged attack can be an amnesiac strike. If the attack misses, it still uses up that use of amnesiac strike for the day. This is an Enchantment (compulsion) [mind-affecting] ability, but it can affect creatures normally immune to mind-affecting effects.

Devotee of Darkness: Once per day, the Faceless can call upon the aid of Leviathan, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, the Faceless gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 25 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Leviathan (or the Lord of Stygia himself), the Faceless takes a –2 penalty on attacks, checks, and other rolls, a –3 penalty to Armor Class, and a –6 penalty to saving throws. In addition, no spell resistance the Faceless obtains is ever effective against such creatures.

Gift of Oblivion (Su): The Faceless is able to use modify memory at will (caster level 25th). The modify memory effect (including that bestowed by his amnesiac strike ability) is not easily removed, forcing those who would remove it to make a caster level check against DC 37 in order to succeed.

Relentless (Ex): The Faceless is single-minded in the pursuit of his desires. He is effectively immune to any enchantment or mind-affecting effect that would otherwise prevent him from learning the secrets of the wealthy.

Unreadable (Ex): The Faceless has learnt how to effectively mask his desires. He gains a +3 bonus to all Bluff checks against the wealthy, and is likewise immune to detect thoughts or similar effects. Additionally, the Faceless cannot be tracked by mundane means unless he deliberately leaves a trail.

Water Under the Bridge (Sp): The Faceless can use charm monster 3/day (caster level 25th) on any creature within 50 feet that he has affected with his amnesiac strike. A successful Will save (DC of 16) negates the effect. Water under the bridge lasts 24 hours if successful.

Despoiler of Lilith

Mortality seems to breed a certain close-mindedness, a tendency to turn a blind eye to the inevitability that tomorrow will eventually come. So many seem to dwell in the past, while those who look ahead are branded dreamers and ne'er-do-wells. For those that can take advantage of the present, though, great things can be accomplished. For those willing to disregard consequences in the future, great power can be had.

Of such a mold comes the despoiler of Lilith. Aligning herself closely with the philosophies of the Sixth

Hell, the despoiler is both pioneer and polluter, herald of a new age and harbinger of tomorrow's doom. She abuses the natural order of things for immediate gain, and then moves on when the resource is spent. Her mark often remains long after she is gone, graven on the lives and land over which she held sway: children dead or ill, animals or plant life extinct, hope for the future lost. Too well is she named despoiler.

Despoilers are not loners; indeed many of them are very good with people. It does not change the fact, though, that the despoiler does not believe in friendship, only in resource manipulation. There is no 'small-talk,' only careful analysis of strengths and weaknesses. They are often found as 'people of vision,' trailblazing pioneers, and brilliant entrepreneurs. They do not stay in one place or with one idea for too long - eventually the resources are dried up and it is time to move on. Despoilers, of all mortal servants of Hell, may indeed be the most likely to embrace undeath. The fact that such a practice is distasteful is irrelevant. All that matters is that it is effective.

More than anything else, though, the despoiler focuses on controlling and dominating Nature, for the benefit of a new future. This future is one in which the natural environment echoes Hell itself, and all that happens in such a place is dedicated to the advancement of Perdition.

Many despoilers are ex-Druids following a new path, or clerics devoted to Lilith. Sorcerers and wizards also take up the mantle from time to time, although the focus on the exploitation of nature can sometimes be a little alien to such characters.

Hit Dice: d8

Requirements

To qualify to become a despoiler of Lilith, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Skills: Bluff 6 ranks, Intimidate 6 ranks, Knowledge (nature) 6 ranks, Survival 6 ranks

Feats: Devotee of Darkness (Lilith), Investigator, any one Metamagic feat

Special: Ability to cast 5th level arcane or divine spells. Despoilers of Lilith must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be despoiler on the process to submit to the will of Lilith, the Lord of the Sixth.

Class Skills

The despoiler of Lilith's class skills (and the key ability for each skill) are: Bluff (Cha), Concentration (Con), Craft (any) (Int), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Knowledge (nature) (Int), Profession (any) (Wis), Sense Motive (Wis), Spellcraft (Int), and Survival (Wis). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the despoiler of Lilith prestige class.

Weapon and Armor Proficiency: Despoilers of Lilith are proficient with simple weapons and all types of armor and shields (except tower shields).

Spellcasting: A despoiler increases in spellcasting

Table 3-14: The Despoiler of Lilith

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special	Spellcasting
1	+0	+2/+0/+2	Corrupt the oath	+1 level of existing spellcasting class
2	+1	+3/+0/+3		+1 level of existing spellcasting class
3	+2	+3/+1/+3	Dark dominion	+1 level of existing spellcasting class
4	+3	+4/+1/+4		+1 level of existing spellcasting class
5	+3	+4/+1/+4	Harness the earth	+1 level of existing spellcasting class
6	+4	+5/+2/+5		+1 level of existing spellcasting class
7	+5	+5/+2/+5	Winnow	+1 level of existing spellcasting class
8	+6	+6/+2/+6		+1 level of existing spellcasting class
9	+6	+6/+3/+6	Reap the whirlwind	+1 level of existing spellcasting class
10	+7	+7/+3/+7	Dark harvest	+1 level of existing spellcasting class

ability as she increases in levels. At each level, she increases her caster level by one, improving spells per day and so forth as if she had gained a level in the original spellcasting class. If the despoiler had access to more than one spellcasting class before becoming a despoiler, she must choose which class to apply the effective increase to. This increase does not affect other class abilities of the original class, such as a familiar, or the effective level for rebuking undead.

Corrupt the Oath (Ex): A despoiler who is also an ex-druid regains much of her druidic class abilities. She gains access to all druidic abilities that she was previously entitled to, except for spontaneous casting of *summon nature's ally* spells and her animal companion. Her uses of *wildshape* per day decrease by one, but any *wildshape* she takes gains the fiendish template. The despoiler uses the totality of her druid and despoiler levels to determine how many Hit Dice the new form can have.

The despoiler is no longer bound by her druidic oaths in terms of what armor and weapons she can use.

Warp the Word (Su): A 1st level despoiler has learnt to change her energy-based spells as needed, although at a cost. She can spontaneously add metamagic feats to any energy-based spell (i.e. a spell with the acid, cold, electricity, fire or sonic descriptor) that she casts without the need to prepare the spell ahead of time, and without any increase in the casting time. To do so, she channels the energy of additional spells at the time of casting, using up extra spell slots. Each metamagic feat costs a number of spell levels equal to its usual cost plus one. Thus a wizard/despoiler could cast a silent *fireball* by spending an additional two spell levels at the time of casting (crossing off either two first level prepared spells, or one second level prepared spell, as well as the prepared *fireball* spell).

Dark Dominion (Su): A 3rd level despoiler is able to

rebuke or command animals and plants as an evil cleric rebukes undead. Her effective level is equal to her class level plus nine.

An animal or plant that has been successfully commanded or rebuked has a 5% chance per class level of the despoiler (to a maximum of 50%) of becoming Lawful Evil. The animal or plant in question is otherwise indifferent to the Despoiler.

Harness the Earth (Su): At 5th level, the despoiler of Lilith begins to siphon power from her environment, referred to as Harnessing the Earth. Her touch deals 1d6 points of damage per round to plants (including plant creatures), draining away the life energy within the flora. Alternatively, she can drain half as much energy from soil, dealing 1d3 points of damage per round and bypassing hardness. This is a full round action that provokes attacks of opportunity (the despoiler can still take a 5-ft. step each round as per normal). Deadwood, barren soil, or similar lifeless resources have no energy to drain, and thus Harness the Earth is ineffective against such materials. Harness the Earth is like-

wise ineffective against animals and other non-flora living creatures. The energy that the Despoiler siphons can then be utilized to enhance various powers, as found in table 3-15.

When augmenting a spell with a feat, the casting time is unchanged (unless the spell is augmented with quicken spell, in which case it becomes a free action, as per usual. Even sorcerers and other spontaneous casters are able to quicken spells using Harness the Earth).

The despoiler cannot siphon more energy than three times her Constitution modifier at any one time; furthermore, she cannot store the life energy that she has taken once she stops siphoning, the energy disappearing one round after the despoiler ceases Harnessing. For example, Calumina the despoiler stands in the midst of a grassy clearing, faced by a noble paladin and his associates. While her own allies engage the enemy, she prepares to cast a maximized *flame strike*. She has the feat, and so requires 11 points of life energy to augment the 4th level spell. She Harnesses the Earth for three rounds, dealing 12 points of damage to the grass upon which she stands. At the beginning of the fourth round, she casts her *flamestrike* to maximum effect. If, for whatever reason, she could not cast the spell in the fourth round (perhaps she didn't want to hit her own allies), she would have to continue siphoning power round by round until she was able to use the energy. As her Constitution score is 18, additional siphoning does not increase her life energy pool, which is already at its maximum of 12. If she stops siphoning for whatever reason and does not expend that energy, it is lost at the end of the round in which she stopped siphoning.

Obviously, the land or the plants from which this energy is taken cannot live through too much abuse. After three rounds of Harnessing the Earth, small plants have withered and died, and soil has become barren in a 5-ft.

Table 3-15: Harness the Earth Energy Costs

Power Enhancement	Energy Cost
Add a metamagic feat with +1 spell level adjustment to a spell spontaneously	4
Add a metamagic feat with +2 spell level adjustment to a spell spontaneously	8
Add a metamagic feat with +3 spell level adjustment to a spell spontaneously	11
Add a metamagic feat with +4 spell level adjustment to a spell spontaneously	15
Utilize a metamagic feat as above without possessing the required feat	+4
Increase the DC of a spell, spell-like ability or supernatural ability by +1	4
Increase the DC of a spell, spell-like ability or supernatural ability by more than +1	Multiply x2 for each additional +1 beyond +1 (e.g. +2 to the DC costs 8, +3 costs 16)

cube. Trees and larger plants are not necessarily killed outright within three rounds, but the area of contact between despoiler and plant (a 5-ft. cube) will itself be dead, generally meaning that any part of the plant above that point will die over time as a result. If siphoning occurs in one spot for less than three rounds, wilting or drying out and so forth will be apparent. A 5-foot cube of plant life and soil takes a number of weeks to recover from Harness the Earth equal to the number of rounds of damage that it took. It is therefore possible for the despoiler to return within that timeframe, Harness again, and kill the plant life and soil totally.

Finally, Harnessing the Earth is addictive. Each time the despoiler uses the ability to siphon off energy, she must succeed on a Will save DC 18 or immediately use the Harness ability again (i.e. she siphons the energy, releases it for one of the augmentation purposes described above, and then begins to siphon again immediately). For every day in which she has not Harnessed the Earth at least once, the DC increases by 1. Should she fail the save but be unable to Harness (e.g. she is deep underground with only rock, not soil, about), she is fatigued until such time as she is able to Harness again.

Winnow (Su): A 7th level despoiler of Lilith is able to Winnow out those of an Evil bent. She is able to use her Dark Dominion ability to rebuke or command giants, humanoids and monstrous humanoids of an Evil bent as an evil cleric rebukes undead. Lawful Evil creatures are treated as having -3 Hit Dice, and Chaotic Evil creatures are treated as having Turn Resistance +3. Creatures successfully commanded are treated as if under the effects of *dominate monster* for 24 hours, while rebuked creatures refuse to approach the despoiler, remaining at least 20 feet away for the next hour, or cowering if they cannot move away. Non-evil creatures, or evil creatures with more Hit Dice or class levels than the despoiler's character level are immune to Winnow. The despoiler can command up to twice her class level in Hit Dice of creatures at any one time.

Reap the Whirlwind (Sp): At 9th level, the despoiler is able to use *control weather* as a spell-like ability 1/day. When the despoiler is within windy conditions of

any sort, she is immune to its effects (thus she is never checked, knocked down, blown away, etc, by powerful winds, although debris blown about by winds can still hit and thus hurt her). Her caster level is equal to her total spellcasting level. If she had more than one spellcasting class before becoming a despoiler, she must choose one of them for determining the caster level of this ability. Being a spell-like ability, the despoiler can use the ability as a standard action, rather than the usual casting time of 10 minutes.

Dark Harvest (Su): A 10th level despoiler is truly ready to exploit her surroundings for power. The time required to siphon the energy is reduced, allowing the despoiler to use Harness the Earth as a move-equivalent action. As a result, she can siphon twice in a round (depleting the resources at the same rate as previously, i.e. killing the plants and soil after three uses of Harness the Earth. In other words, instead of taking three rounds to drain all the life energy in an area away, it can be done in as quickly as one round plus one move-equivalent action).

Once per day, she can Harvest the surrounding area for its power extremely quickly. As a full round action, she affects all plants, soil and living creatures in a 10 ft. radius. This kills all plant life (other than plant creatures) and soil in the area, and deals 4d8 points of damage to all living creatures in the area (including plant creatures). Creatures within the area are entitled to a Fortitude save to take half damage with a DC of 10 + her class levels + her Charisma modifier. The collective damage dealt (including usual damage to soil and plant life) is siphoned directly to the despoiler's life energy pool as per normal, although this cannot exceed the usual maximum. In many cases, this will result in a full life energy pool. Using Harvest in this way, as with Harness the Earth, provokes attacks of opportunity.

Example Despoiler of Lilith

Merlra Twinbolt

Ex-Druid 9, Despoiler of Lilith 7

Medium Humanoid (Elf, Sapient)

Hit Dice: 16d8+32 (107 hp)

Initiative: +2 (+2 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 22 (+2 Dex, +6 armor, +4 deflection), touch 16, flat-footed 20

Base Attack/Grapple: +11/+12

Attack: +1 dagger +13 melee or +14 ranged (1d4+2/19-20); or spell +12 melee touch or +13 ranged touch.

Full Attack: +1 dagger +13/+8/+3 melee or +14 ranged (1d4+2/19-20); or spell +12 melee touch or +13 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Dark dominion 8/day, harness the earth, warp the word, winnow

Special Qualities: Corrupt the oath, immunity to disease and sleep, low-light vision, nature sense, resistance to fire 20, resist nature's lure, trackless step, venom immunity, wild empathy +10, wild shape (2/day, large), woodland stride

Saves: Fort +13, Ref +7, Will +15 (+17 against enchant-

ments)

Abilities: Str 12, Dex 14, Con 14, Int 12, Wis 19, Cha 12
Skills: Bluff +6, Concentration +12, Diplomacy +11, Disguise +1 (+3 when acting in character), Gather Information +10, Hide +7, Intimidate +16, Knowledge (nature) +18, Listen +12, Move Silently +7, Search +4, Sense Motive +10, Spellcraft +14, Spot +12, Survival +16 (+18 in natural environments)

Feats: Devotee of Darkness (Lilith), Extra Turning, Improved Turning, Investigator, Natural Spell, Violate Spell

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 16

Treasure: 729 gp, +1 dagger, belt pouch (with 70 sp), boots of elvenkind, bracers of armor +6, cloak of the bat, necklace of fireballs type VII, ring of major energy resistance (fire), ring of protection +4, periapt of health, spell component pouches (x3), staff of swarming insects (48 charges), trail rations (x6), traveler's outfit, waterskin

Alignment: Lawful evil

The terrifying Merlra is a powerful enemy of the surrounding baronies. Committed to the domination of the local land and the potential lucrative opportunities available by controlling it, she seeks nothing less than the subjugation of baronies. She has long since corrupted the local druids and leads a number of other despoilers and clerics of Lilith. She is a warlord in her own right and a tactician of the highest order. She comes ever closer to achieving her ends. Merlra was born as the half-elven Merlson and castrated himself and used potions and other heinous means to adjust his physical appearance to appear as a woman. To date, no one knows this truth.

Merlra speaks Common, Elven, and Infernal.

Corrupt the Oath (Ex): Merlra retains much of her druidic class abilities. She has access to all druidic abilities that she was previously entitled to, except for spontaneous casting of summon nature's ally spells and her animal companion. Her uses of wildshape per day have decreased by one, but any wildshape she takes gains the fiendish template. Merlra uses the totality of her druid and despoiler levels to determine how many Hit Dice the new form can have. Merlra is no longer bound by her druidic oaths in terms of what armor and weapons she can use.

Dark Dominion (Su): Merlra is able to rebuke or command animals and plants as an evil cleric rebukes undead. Her effective cleric level is 17th. An animal or plant that has been successfully commanded or rebuked has a 35% chance of becoming lawful evil. The animal or plant in question is otherwise indifferent to Merlra.

Devotee of Darkness: Once per day, Merlra can call upon the aid of Lilith, granting her a +3 profane bonus to any one roll. Against chaotic or good foes, Merlra gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Lilith (or the Countess of Malbolge herself), Merlra takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws.

Harness the Earth (Su): Merlra can siphon power

from her environment. Her touch deals 1d6 points of damage per round to plants (including plant creatures), draining away their life energy. Alternatively, she can drain half as much energy from soil, dealing 1d3 points of damage per round and bypassing hardness. This is a full round action that provokes attacks of opportunity (Merlra can still take a 5-ft. step each round as per normal). Deadwood, barren soil, or similar lifeless resources have no energy to drain, and thus harness the earth is ineffective against such materials. Harness the earth is likewise ineffective against animals and other non-flora living creatures. The energy that Merlra siphons can then be utilized to enhance various powers, as found in table 3-15.

Merlra cannot siphon more than six points of energy at any one time; furthermore, she cannot store the life energy that she has taken once she stops siphoning, the energy disappearing one round after she ceases harnessing. Obviously, the land or the plants from which this energy is taken cannot live through too much abuse. After three rounds of harnessing the earth, small plants have withered and died, and soil has become barren in a 5-ft. cube. Trees and larger plants are not necessarily killed outright within three rounds, but the area of contact between despoiler and plant (a 5-ft. cube) will itself be dead, generally meaning that any part of the plant above that point will die over time as a result. If siphoning occurs in one spot for less than three rounds, wilting or drying out and so forth will be apparent. A 5-foot cube of plant life and soil takes a number of weeks to recover from harness the earth equal to the number of rounds of damage that it took. It is therefore possible for Merlra to return within that timeframe, harness again, and kill the plant life and soil totally.

Finally, harnessing the earth is addictive. Each time Merlra uses the ability to siphon off energy, she must succeed on a Will save (DC 18) or immediately use the harness ability again. For every day in which she has not harnessed the earth at least once, the DC increases by 1. Should she fail the save but be unable to harness (e.g. she is deep underground with only rock, not soil, about), she is fatigued until such time as she is able to harness again.

Warp the Word (Su): Merlra has learnt to change her energy-based spells as needed, although at a cost. She can spontaneously add metamagic feats to any energy-based spell (i.e. a spell with the acid, cold, electricity, fire or sonic descriptor) that she casts without the need to prepare the spell ahead of time, and without any increase in the casting time. To do so, she channels the energy of additional spells at the time of casting, using up extra spell slots. Each metamagic feat costs a number of spell levels equal to its usual cost plus one. Thus, Merlra could cast a violated flaming sphere by spending an additional two spell levels at the time of casting (crossing off either two first level prepared spells, or one second level prepared spell, as well as the prepared flaming sphere spell).

Winnow (Su): Merlra is able to winnow out those of an evil bent. She is able to use her dark dominion ability to rebuke or command giants, humanoids and monstrous humanoids of an evil alignment as an evil cleric rebukes undead. Lawful evil creatures are treated as having -3 Hit Dice, and chaotic evil creatures are treated as having turn resistance +3.

Creatures successfully commanded are treated as if under the effects of dominate monster for 24 hours,

while rebuked creatures refuse to approach Merlra, remaining at least 20 feet away for the next hour, or cowering if they cannot move away. Non-evil creatures, or evil creatures with more than 16 Hit Dice are immune to winnow. Merlra can command up to 14 Hit Dice of creatures at any one time.

Typical Druid Spells Prepared (6/5/5/4/3/1; save DC 14 + spell level): 0 - *create water, detect magic, detect poison, know direction, mending, purify food and drink*; 1st - *endure elements, entangle, jump, longstrider, obscuring mist*; 2nd - *barkskin, flaming sphere, heat metal, summon swarm, warp wood*; 3rd - *call lightning, contagion, poison, sleet storm*; 4th - *blight, flame strike, ice storm*; 5th - *call lightning storm*.

Epic Despoiler of Lilith

The epic despoiler of Lilith is capable of corrupting nature to such an extent that entire kingdoms are left spent and lifeless in her wake. The epic despoiler's actions may draw the attention of druids and rangers, yet few can do anything to prevent her from bending nature itself to her whims.

The epic despoiler often takes epic feats that allow her to cast ever more devastating spells, like Epic Spellcasting or Intensify Spell, though a druid-based despoiler may instead work to improve their shape shifting abilities through the Wild Shape epic feats.

Increases to her Wisdom score improve the epic despoiler's spellcasting ability.

Hit Die: d8.

Skill Points per Level: 4 + Int modifier.

Table 3-16: The Epic Despoiler of Lilith

Class Level	Special	Spellcasting
11		+1 level of existing spellcasting class
12		+1 level of existing spellcasting class
13	Bonus feat	+1 level of existing spellcasting class
14		+1 level of existing spellcasting class
15		+1 level of existing spellcasting class
16	Bonus feat	+1 level of existing spellcasting class
17		+1 level of existing spellcasting class
18	Reap the whirlwind 2/day	+1 level of existing spellcasting class
19	Bonus feat	+1 level of existing spellcasting class
20		+1 level of existing spellcasting class

Class Features

Spellcasting: The epic despoiler of Lilith's caster

level increases by 1 per level gained above 10th. The epic despoiler of Lilith continues to gain new spells per day (and spells known, if applicable) at each new level, up to the maximum spells per day and spells known of the spellcasting class to which the despoiler of Lilith belonged before adding the prestige class.

Reap the Whirlwind (Sp): At 18th level, and every 9 levels thereafter, the epic despoiler can use *reap the whirlwind* one additional time per day.

Bonus Feats: The epic despoiler of Lilith gains a bonus feat (selected from the list of epic despoiler bonus feats) every three levels beyond 10th.

Epic Despoiler Bonus Feat List: Automatic Quickened Spell, Automatic Silent Spell, Automatic Still Spell, Colossal Wild Shape, Diminutive Wild Shape, Dragon Wild Shape, Enhance Spell, Epic Spellcasting, Gargantuan Wild Shape, Improved Metamagic, Improved Spell Capacity, Intensify Spell, Profane Energy Burst, Vermin Wild Shape.

Example Epic Despoiler of Lilith

Merlra Twinbolt

Ex-Druid 10, Despoiler of Lilith 16

Medium Humanoid (Elf, Sapient)

Hit Dice: 26d8+104 (224 hp)

Initiative: +2 (+2 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 25 (+2 Dex, +8 armor, +5 deflection), touch 17, flat-footed 23

Base Attack/Grapple: +17/+18

Attack: +2 *unholy dagger* +20 melee or +21 ranged (1d4+3 plus 2d6 unholy/19-20); or *rod of withering* +19 melee (1d4 Str plus 1d4 Con); or spell +18 melee touch or +19 ranged touch.

Full Attack: +2 *unholy dagger* +20/+15/+10 melee or +21 ranged (1d4+3 plus 2d6 unholy/19-20); or *rod of withering* +19 melee (1d4 Str plus 1d4 Con); or spell +18 melee touch or +19 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Dark harvest 1/day, dark dominion 8/day, harness the earth, reap the whirlwind, warp the word, winnow

Special Qualities: Corrupt the oath, immunity to disease and sleep, low-light vision, nature sense, resistance to acid 30, cold 30, electricity 30, fire 30, and sonic 30, resist nature's lure, trackless step, venom immunity, wild empathy +10, wild shape (3/day, large), woodland stride

Saves: Fort +26, Ref +14, Will +26 (+28 against enchantments)

Abilities: Str 12, Dex 14, Con 18, Int 12, Wis 23, Cha 19

Skills: Bluff +9, Concentration +24, Diplomacy +14, Disguise +4 (+6 when acting in character), Gather Information +13, Hide +7, Intimidate +19, Knowledge (nature) +32, Listen +14, Move Silently +7, Search +4, Sense Motive +12, Spellcraft +30, Spot +14, Survival +28 (+32 in natural environments)

Feats: Devotee of Darkness (Lilith), Extra Turning, Improved Turning, Investigator, Maximize Spell, Natural Spell, Twin Spell, Violate Spell

Epic Feats: Improved Spell Capacity (10th), Improved Spell Capacity (11th), Improved Spell Capacity (12th)

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 26

Treasure: 1,229 gp, +2 *unholy dagger*, belt pouch (with 70 sp), *cloak of the bat and resistance* +5, *boots of elvenkind*, *bracers of armor* +8, *necklace of fireballs type VII*, *periapt of health*, *ring of greater universal energy resistance*, *ring of protection* +5, *rod of withering*, spell component pouch (x3), *staff of nature's fury* (48 charges), *staff of swarming insects* (39 charges), trail rations (x6), traveler's outfit, waterskin

Alignment: Lawful evil

Merlra has received +4 inherent bonuses to her Constitution and Wisdom scores, and a +5 inherent bonus to her Charisma score.

Corrupt the Oath (Ex): Merlra retains much of her druidic class abilities. She has access to all druidic abilities that she was previously entitled to, except for spontaneous casting of summon nature's ally spells and her animal companion. Her uses of wildshape per day have decreased by one, but any wildshape she takes gains the fiendish template. Merlra uses the totality of her druid and despoiler levels to determine how many Hit Dice the new form can have. Merlra is no longer bound by her druidic oaths in terms of what armor and weapons she can use.

Dark Harvest (Su): 1/day, Merlra can harvest the surrounding area for its power extremely quickly. As a full round action, she affects all plants, soil and living creatures in a 10 ft. radius. This kills all plant life (other than plant creatures) and soil in the area, and deals 4d8 points of damage to all living creatures in the area (including plant creatures). Creatures within the area are entitled to a Fortitude save to take half damage (DC of 20). The collective damage dealt (including usual damage to soil and plant life) is siphoned directly to Merlra's life energy pool as per normal, although this cannot exceed the usual maximum. In many cases, this will result in a full life energy pool. Using dark harvest in this way, as with harness the earth, provokes attacks of opportunity.

Dark Dominion (Su): Merlra is able to rebuke or command animals and plants as an evil cleric rebukes undead. Her effective cleric level is 17th. An animal or plant that has been successfully commanded or rebuked has a 35% chance of becoming lawful evil. The animal or plant in question is otherwise indifferent to Merlra.

Devotee of Darkness: Once per day, Merlra can call upon the aid of Lilith, granting her a +3 profane bonus to any one roll. Against chaotic or good foes, Merlra gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. She also gains spell resistance 26 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Dispat (or the Countess of Malbolge herself), Merlra takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Merlra obtains is ever effective against such creatures.

Harness the Earth (Su): Merlra can siphon power from her environment. Her touch deals 1d6 points of damage per round to plants (including plant creatures), draining away their life energy. Alternatively, she can drain half as much energy from soil, dealing 1d3 points of damage per round and bypassing hardness. This is a move action that provokes attacks of opportunity (Merlra can still take a 5-ft. step each round as per normal).

Deadwood, barren soil, or similar lifeless resources have no energy to drain, and thus harness the earth is ineffective against such materials. Harness the earth is likewise ineffective against animals and other non-flora living creatures. The energy that Merlra siphons can then be utilized to enhance various powers, as found in table 3-15.

Merlra cannot siphon more than six points of energy at any one time; furthermore, she cannot store the life energy that she has taken once she stops siphoning, the energy disappearing one round after she ceases harnessing. Obviously, the land or the plants from which this energy is taken cannot live through too much abuse. After three rounds of harnessing the earth, small plants have withered and died, and soil has become barren in a 5-ft. cube. Trees and larger plants are not necessarily killed outright within three rounds, but the area of contact between despoiler and plant (a 5-ft. cube) will itself be dead, generally meaning that any part of the plant above that point will die over time as a result. If siphoning occurs in one spot for less than three rounds, wilting or drying out and so forth will be apparent. A 5-foot cube of plant life and soil takes a number of weeks to recover from harness the earth equal to the number of rounds of damage that it took. It is therefore possible for Merlra to return within that timeframe, harness again, and kill the plant life and soil totally.

Finally, harnessing the earth is addictive. Each time Merlra uses the ability to siphon off energy, she must succeed on a Will save (DC 18) or immediately use the harness ability again. For every day in which she has not harnessed the earth at least once, the DC increases by 1. Should she fail the save but be unable to harness (e.g. she is deep underground with only rock, not soil, about), she is fatigued until such time as she is able to harness again.

Reap the Whirlwind (Sp): 1/day, as a standard action, Merlra is able to use control weather (caster level 26th) as a spell-like ability. When Merlra is within windy conditions of any sort, she is immune to its effects (thus she is never checked, knocked down, blown away, etc, by powerful winds, although debris blown about by winds can still hit and thus hurt her).

Warp the Word (Su): Merlra has learnt to change her energy-based spells as needed, although at a cost. She can spontaneously add metamagic feats to any energy-based spell (i.e. a spell with the acid, cold, electricity, fire or sonic descriptor) that she casts without the need to prepare the spell ahead of time, and without any increase in the casting time. To do so, she channels the energy of additional spells at the time of casting, using up extra spell slots. Each metamagic feat costs a number of spell levels equal to its usual cost plus one. Thus, Merlra could cast a violated flaming sphere by spending an additional two spell levels at the time of casting (crossing off either two first level prepared spells, or one second level prepared spell, as well as the prepared flaming sphere spell).

Winnow (Su): Merlra is able to winnow out those of an evil bent. She is able to use her dark dominion ability to rebuke or command giants, humanoids and monstrous humanoids of an evil alignment as an evil cleric rebukes undead. Lawful evil creatures are treated as having -3 Hit Dice, and chaotic evil creatures are treated as having turn resistance +3.

Creatures successfully commanded are treated as if under the effects of dominate monster for 24 hours,

while rebuked creatures refuse to approach Merlra, remaining at least 20 feet away for the next hour, or cowering if they cannot move away. Non-evil creatures, or evil creatures with more than 26 Hit Dice are immune to winnow. Merlra can command up to 32 Hit Dice of creatures at any one time.

Typical Druid Spells Prepared (6/7/7/6/6/6/5/4/4/4/1/1/1; save DC 16 + spell level) 0 - create water, detect magic, detect poison, know direction, mending, purify food and drink; 1st - detect animals or plants, entangle, faerie fire, jump, longstrider, obscuring mist, produce flame; 2nd - barkskin, fire trap, flame blade, flaming sphere, heat metal, summon swarm, warp wood; 3rd - call lightning, contagion, meld into stone, poison, sleet storm, water breathing; 4th - blight, dispel magic, flame strike, ice storm, rusting grasp, scrying; 5th - baleful polymorph, call lightning storm, tree stride, unhallow, wall of fire, wall of thorns; 6th - find the path, greater dispel magic, repel wood, transport via plants, wall of stone; 7th - creeping doom, flame strike (maximized), heal, true seeing; 8th - finger of death, fire storm (violated), flame strike (twinned), reverse gravity; 9th - foresight, regenerate, shapechange, storm of vengeance; 10th - fire storm (maximized); 11th - sunburst (maximized); 12th - storm of vengeance (maximized).

Infiltrator of Beelzebub

In dark corners they whisper and the secrets that they speak are damning in their content. Who can claim to have never made a mistake? Who can say that they are without sin? Such a one is a liar, as the infiltrator of Beelzebub well knows, for all dark secrets fall into his perfect web.

The infiltrator has many tricks to utilize in his flawless intrigues. He is the faceless nobody, invisible and untraceable in his machinations. He is the Machiavellian underworld lord, setting foes against foes, and spying on the spies. He sees through every deception, but leaves nothing but shadows in return. He is arrogant in his perfection, and certain in his direction, for he is like his master, attending to every possible detail. He knows his friends and his foes inside out, knows what they want and is particularly well versed in what they do not want broadcast to the world. He is the leader of the secret society, and he always has a contact for every purpose. The infiltrator operates on the front lines just as well as behind the scenes, living up to his name. Locks are but a momentary distraction, and guards are never an inconvenience. Everything falls into place in the end.

Infiltrators usually come from the ranks of rogues. Characters that have also taken spellcasting levels make excellent behind the scenes infiltrators, while the fighter/rogue/infiltrator is the paramount intelligence operative in the field.

Hit Dice: d6

Requirements

To qualify to become an infiltrator of Beelzebub, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Skills: Bluff 7 ranks, Disguise 3 ranks, Gather Information 4 ranks, Listen 3 ranks, Search 4 ranks

Feats: Devotee of Darkness (Beelzebub), Investigator

Special: The infiltrator of Beelzebub must have made

peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be infiltrator on the process to submit to the will of Beelzebub, the Lord of the Seventh.

Class Skills

The infiltrator of Beelzebub's class skills (and the key ability for each skill) are: Balance (Dex), Bluff (Cha), Decipher Script (Int), Diplomacy (Cha), Disable Device (Dex), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (local) (Int), Knowledge (the planes) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Use Magical Device (Cha), Use Rope (Dex). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 6 + Int modifier.

Table 3-17: The Infiltrator of Beelzebub

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special
1	+0	+0/+2/+2	Dossier of deception 1/day, establish the web
2	+1	+0/+3/+3	Canvas
3	+2	+1/+3/+3	Secure
4	+3	+1/+4/+4	Classify
5	+3	+1/+4/+4	Dossier of deception 2/day, task force
6	+4	+2/+5/+5	Interrogate
7	+5	+2/+5/+5	Breach
8	+6	+2/+6/+6	Tie loose ends
9	+6	+3/+6/+6	Dossier of deception 3/day
10	+7	+3/+7/+7	Agent of the Order of the Fly

Class Features

All the following are class features of the infiltrator of Beelzebub prestige class.

Weapon and Armor Proficiency: An infiltrator of Beelzebub gains proficiency with simple weapons and light armor.

Dossier of Deception (Sp): A 1st level infiltrator of Beelzebub begins to collect spell-like abilities that may help her in her intrigues. She is treated as a sorcerer of her class level plus seven. Her *dossier of deception* only allows her to use one of the spell-like abilities once per day, unless otherwise designated.

At 5th level, and then again at 9th level, she gains an additional use per day of the *dossier*. Thus Emrona, a rogue 12th/infiltrator 6th, can elect to use *disguise self* three times in a day, plus *nondetection*, or some other combination of two of the *dossier* abilities.

Establish the Web (Ex): A 1st level infiltrator has

Table 3-18: Dossier of Deception Abilities by Level

Class Level	Dossier Ability
1	<i>Disguise self</i> 3/day
2	<i>Nondetection</i> 1/day
3	<i>Greater invisibility</i> 1/day
4	<i>Scry</i> 1/day
5	-
6	<i>False vision</i> 1/day
7	<i>Prying eyes</i> 1/day
8	<i>Mislead</i> 1/day
9	<i>True seeing</i> 1/day
10	-

trained well enough to have initiated professional relationships with beneficial snoops and spies within a variety of organized environments. Every organization - from the thieves' guild to the merchants' guild to the local lord's court - may have potential, and likely witless, informants from whom the infiltrator can extract information in the future. Thus, at first level, the infiltrator of Beelzebub may Establish the Web. The infiltrator has a number of contacts equal to her Charisma modifier times her class level; furthermore, these contacts are never of higher Hit Dice or levels than $\frac{1}{2}$ the character level of the infiltrator +1. The infiltrator may Establish the Web in one organization of his choice, +1 additional organization per point of Charisma modifier (if positive). All Charisma modifier dependant elements related to the Web are based upon the actual Charisma score, not upon temporary enhancements. Thus, a 10th level rogue and 2nd level infiltrator of Beelzebub with a Charisma of 15 would have up to four contacts, each no higher than 7 character levels, within up to three organizations.

Each contact is considered to have an attitude of friendly with the infiltrator, although certain behaviors (like misleading information, apparent betrayal, etc.) can result in a sudden or gradual reduction in the contact's attitude towards the infiltrator. It is up to the DM to determine how highly ranked within various organizations the contacts from the Established Web are and to what degree they willingly share information with the Infiltrator. The effects of Establish the Web stack with benefits associated with the Leadership feat.

Canvas (Ex): The infiltrator of Beelzebub is always looking for more information and resources in pursuit of her goals. As a result, she has exceptional skills in paying attention to surroundings in which she has Established the Web. In such an environment, be it in the slums dominated by a thieves' guild, in the market place controlled by the merchants' guild, or in the local lord's keep or castle, the infiltrator gains a +1 bonus to Diplomacy, Gather Information, and Spot checks per class level. If the infiltrator uses her Canvas ability when interacting with a contact, the bonuses are doubled. The infiltrator may Canvas such areas once per day per Charisma modifier.

Secure (Ex): The infiltrator of Beelzebub excels at lifting documents and small objects (like jewels or small, simple weapons). The infiltrator receives a +1 circum-

stance bonus per class level on all Search and Sleight of Hand skill checks when looking for or attempting to take a few scraps of parchment (no more than 10 sheets) or small objects (nothing larger than a dagger). Furthermore, if the infiltrator is Searched, she imposes the same value as a penalty to whomever attempts to uncover any items she may have lifted.

Classify (Su): The infiltrator of Beelzebub is a master at maintaining secrets even as she ferrets them out of others. The infiltrator receives a +1 save per class level against all divination spells or effects that attempt to discern her location or read her thoughts and/or intents. Indeed, if such attempts are performed from a force within or hired by an organization with whom the infiltrator has a contact, the bonuses are doubled. Furthermore, the infiltrator imposes a -1 penalty on all Sense Motive attempts on her person per her class level.

Task Force (Sp): On occasion, the infiltrator finds it necessary to call on the Order of the Fly for assistance. This can be accomplished in one of two ways. First, the infiltrator of Beelzebub may *contact other plane* once per fortnight as a sorcerer of her class level plus seven. Although the infiltrator may believe that she is contacting Beelzebub himself, the truth is that she is actually contacting his infamous Order of the Fly and the devils that work within the Order. The Order is treated as an Intermediate deity for all purposes pertaining to this spell-like ability. Second, the infiltrator may call an osyluth to the Prime Material plane once per fortnight. This osyluth remains for up to seven days, although its relationship with the infiltrator will depend on the infiltrator's character level. If the infiltrator is of higher combined character levels/HD than the osyluth, the osyluth will obey without question; if the reverse is true, the osyluth will demand a steep price for being brought to the Prime (refer to the *lesser planar ally* spell for guidelines). In either case, Task Force can only be used once per fortnight.

Interrogate (Ex): The infiltrator of Beelzebub excels at getting information from another through unspoken threats. The infiltrator gains a +1 profane bonus to all Intimidate and Sense Motive skill checks per class level. If the Infiltrator uses Interrogate on a contact, the bonuses are doubled; furthermore, the contact does not adjust his attitude towards the infiltrator. The infiltrator may Interrogate a number of times per day equal to her Charisma modifier and the effect works for one skill check per use.

Breach (Ex): The infiltrator of Beelzebub finds it relatively simple to enter into any castle, edifice, keep, temple, or protected location. The infiltrator receives a +1 profane bonus to all Disable Device and Open Lock attempts per class level; furthermore, the infiltrator receives spell resistance equal to 20 + her class level against spells such as *alarm*, *hallow*, *magical circles of protection*, *prismatic shells* and *walls*, *walls of force*, and similar abjurations in order to pass through them without harm or setting them off. The infiltrator may activate her Breach in response to one of the described effects out of turn. The infiltrator may use Breach a number of times per day equal to her Charisma modifier and can make one skill check, or one use of spell resistance, per use of the ability.

Tie Loose Ends (Su): At times, an infiltrator will find it necessary to erase information and paper trails that may lead back to her. In such cases, the infiltrator may Tie Loose Ends. The infiltrator may accomplish

this in one of two ways. First, she may attempt to kill established contacts. Any successful sneak attack against a contact is treated as a modified coup de grace (the base Fortitude save is 20 rather than 10). Conversely, the infiltrator may instead attempt to *modify memory* on a contact as a sorcerer equal to the infiltrator's class level plus seven. The infiltrator receives a +1 bonus to the DC per class level. In either case, the infiltrator may use Tie Loose Ends once per day per Charisma modifier, each attempt counting as a use of the power.

Agent of the Order of the Fly (Su): The infiltrator is now a full-fledged Agent of the Order of the Fly and is accorded a special respect by devils not typical for most mortals. The Agent of the Order of the Fly receives the benefits of the Evil Brand feat (if the infiltrator already possesses this feat, the benefits double). The infiltrator also *spider climbs* at will as a sorcerer of her class level plus seven, receives a +2 profane bonus to Initiative checks, and receives spell resistance of 20 plus her character level against any attempt to impede or slow her movement (including inter-dimensional movement like *dimensional anchor*, *force cage*, or *trap the soul*).

Example Infiltrator of Beelzebub

Victaroos Palegrin

Rogue 9, Infiltrator of Beelzebub 8

Medium Humanoid (Sapient)

Hit Dice: 17d6+17 (79 hp)

Initiative: +2 (+2 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 23 (+2 Dex, +7 armor, +4 deflection), touch 16, flat-footed 21

Base Attack/Grapple: +12/+12

Attack: +2 *keen dagger* +14 melee or +16 ranged (1d4+2/17-20)

Full Attack: +2 *keen dagger* +14 melee or +16 ranged (1d4+2/17-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Dossier of deception* 2/day, sneak attack +5d6, tie loose ends

Special Qualities: Breach, canvas, classify, establish the web, evasion, improved uncanny dodge, interrogate, secure, task force, trapfinding, trap sense +3, uncanny dodge

Saves: Fort +11, Ref +19, Will +16

Abilities: Str 10, Dex 14, Con 12, Int 16, Wis 14, Cha 16

Skills: Balance +7, Bluff +16, Climb +0 (+2 to climb a rope), Decipher Script +15, Diplomacy +20 (+28 where he has established a web), Disable Device +16 (+24 when using breach), Disguise +14 (+16 when acting in character), Escape Artist +7 (+9 to escape robe bonds), Forgery +12, Gather Information +20 (+28 where he has established a web), Hide +14, Intimidate +15 (+23 when using interrogate), Knowledge (the planes) +8, Listen +15, Move Silently +12, Open Lock +17 (+25 when using breach), Search +20 (+28 when looking for documents or small objects), Sense Motive +17 (+25 when using interrogate), Sleight of Hand +14 (+22 when lifting documents or small objects), Spot +15 (+23 where he has established a web), Survival +2 (+4 on other planes), Use Magical Device +8 (+10 scrolls), Use Rope +8 (+10 to bind someone)

Feats: Alertness, Combat Expertise, Deceitful, Devotee

of Darkness (Beelzebub), Improved Feint, Investigator, Leadership (20)

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 17

Treasure: 5912 gp, +2 *keen dagger*, *amulet of proof against detection and location*, belt pouch, *bracers of armor* +7, *cloak of resistance* +5, courtier's outfit, *glove of storing* (x2), *hat of disguise*, jewelry, masterwork thieves' tools, *portable hole*, *ring of mind shielding*, *ring of protection* +4, signet ring, *slippers of spider climbing*

Alignment: Lawful evil

Victaroos is one of the most powerful agents of the king. Serving as the King's Ear, he is responsible for ferreting out the truth to all of the machinations of the lower houses and nobility to ensure that they never threaten the king's station. Victaroos, of humble beginnings and a friend to the king since their youths, has excelled in his responsibility and knows a great deal about the other families. What his old friend does not know is that Victaroos is a high ranking member of the Order of the Fly and that his true goal is to slowly but surely lead his friend, and eventually the entire kingdom, into Perdition. To this end, he has filled the king's ears with the treasonous intentions (some true, some fiction) of his subordinates and encourages the king to subtly do away with them. The king has slowly become more and more brutal in response to the threats that Victaroos has orchestrated through different agents scattered across the kingdom's capital city. Victaroos is charming and well liked, although most perceive him as arrogant.

Victaroos speaks Abyssal, Celestial, Common, and Infernal.

Breach (Ex): Victaroos finds it relatively simple to enter into any castle, edifice, keep, temple, or protected location. Victaroos receives a +8 profane bonus to all Disable Device and Open Lock attempts; furthermore, he receives spell resistance equal to 28 against spells such as *alarm*, *hallow*, *magical circles of protection*, *prismatic shells* and *walls*, *walls of force*, and similar abjurations in order to pass through them without harm or setting them off. Victaroos may activate his breach in response to one of the described effects out of turn. He may use breach 3/day and can make one skill check, or one use of spell resistance, per use of the ability.

Canvas (Ex): Victaroos is always looking for more information and resources in pursuit of his goals. As a result, he has exceptional skills in paying attention to surroundings in which he has established the web. In such an environment, Victaroos gains a +8 bonus to Diplomacy, Gather Information, and Spot checks. If Victaroos uses his canvas ability when interacting with a contact, the bonuses are doubled. Victaroos may canvas such areas 2/day.

Classify (Su): Victaroos is a master at maintaining secrets even as he ferrets them out of others. He receives a +8 bonus to save against all divination spells or effects that attempt to discern his location or read his thoughts and/or intents. Indeed, if such attempts are performed from a force within or hired by an organization with whom Victaroos has a contact, the bonuses are doubled. Furthermore, Victaroos imposes a -8 penalty on all Sense Motive attempts performed against him.

Devotee of Darkness: Once per day, Victaroos can call upon the aid of Beelzebub, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Victaroos gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor.

Whenever dealing with a higher-ranking servant of Beelzebub (or the Lord of the Flies himself), Victaroos takes a –2 penalty on attacks, checks, and other rolls, a –3 penalty to Armor Class, and a –6 penalty to saving throws.

Dossier of Deception (Sp): Victaroos has collected spell-like abilities that can help him in his intrigues (caster level 15th). He may use his dossier twice per day; for instance, he could employ *disguise self* three times and *nondetection* once, or some other combination of any two dossier abilities.

Establish the Web (Ex): Victaroos has trained well enough to have initiated professional relationships with beneficial snoops and spies within a variety of organized environments. Every organization may have potential, and likely witless, informants from whom Victaroos can extract information in the future. Thus, Victaroos may establish the web. Victaroos has up to twenty-four contacts; these contacts are never higher than 9th level. Victaroos may establish the web in up to four organizations of his choice. All Charisma modifier dependant elements related to the web are based upon his actual Charisma score, not upon temporary enhancements.

Each contact is considered to have an attitude of friendly with Victaroos, although certain behaviors (like misleading information, apparent betrayal, etc.) can result in a sudden or gradual reduction in the contact's attitude towards him. The effects of establish the web stack with benefits associated with the Leadership feat.

Interrogate (Ex): Victaroos excels at getting information from another through unspoken threats. He gains a +8 profane bonus to all Intimidate and Sense Motive skill checks. If Victaroos uses interrogate on a contact, the bonuses are doubled; furthermore, the contact does not adjust his attitude towards Victaroos. He may interrogate 3/day and the effect works for one skill check per use.

Secure (Ex): Victaroos excels at lifting documents and small objects (like jewels or small, simple weapons). He receives a +8 circumstance bonus on all Search and Sleight of Hand skill checks when looking for or attempting to take a few scraps of parchment (no more than 10 sheets) or small objects (nothing larger than a dagger). Furthermore, if Victaroos is Searched, he imposes the same value as a penalty to whomever attempts to uncover any items he may have lifted.

Task Force (Sp): On occasion, Victaroos finds it necessary to call on the Order of the Fly for assistance. This can be accomplished in one of two ways. First, Victaroos may contact other plane once per fortnight (caster level 15th). Although Victaroos may believe that he is contacting Beelzebub himself, the truth is that he is actually contacting his infamous Order of the Fly and the devils that work within the Order. The Order is treated as an intermediate deity for all purposes pertaining to this spell-like ability. Second, Victaroos may call an osyluth to the Prime Material plane once per fortnight. This osyluth remains for up to seven days, although its relationship with Victaroos will depend on its level. If Victaroos is of higher HD than the osyluth, the osyluth will obey

without question; if the reverse is true, the osyluth will demand a steep price for being brought to the Prime (refer to the lesser planar ally spell for guidelines). In either case, Task Force can only be used once per fortnight.

Tie Loose Ends (Su): At times, Victaroos will find it necessary to erase information and paper trails that may lead back to him. In such cases, he may tie loose ends. Victaroos may accomplish this in one of two ways. First, he may attempt to kill established contacts. Any successful sneak attack against a contact is treated as a modified coup de grace (the base Fortitude save is 20 rather than 10). Conversely, he may instead attempt to modify memory on a contact (caster level 15th, save DC 23). In either case, Victaroos may use tie loose ends 3/day, each attempt counting as a use of the power.

Epic Infiltrator of Beelzebub

Though few are aware of the activities of an epic infiltrator, he is almost always aware of the activities of everyone else. Usually controlling a vast network of spies, the epic infiltrator is able to access even the most guarded of secrets.

The epic infiltrator often focuses on feats that will make him more difficult to capture or subdue, like Epic Dodge, Epic Reflexes, or Epic Will, as well as feats that make him more difficult to detect in the first place, such as Epic Skill Focus (Hide or Move Silently), Improved Classify, or Self-Concealment.

A higher Dexterity score will improve the infiltrator's chances of going unnoticed, while a higher Intelligence score will grant him more skill points.

Hit Die: d6

Skill Points per Level: 6 + Int modifier.

Table 3-19: The Epic Infiltrator of Beelzebub

Class Level	Special
11	
12	
13	Bonus feat, <i>dossier of deception</i> 4/day
14	
15	
16	Bonus feat
17	<i>Dossier of deception</i> 5/day
18	
19	Bonus feat
20	

Class Features

Dossier of Deception (Sp): At 13th level, and every 4 levels thereafter, the epic infiltrator may use *dossier of deception* one additional time per day.

Bonus Feats: An epic infiltrator gains a bonus feat (selected from the list of epic infiltrator bonus feats) every three levels beyond 10th.

Epic Infiltrator of Beelzebub Bonus Feat List: Epic Dodge, Epic Evil Brand*, Epic Leadership, Epic Reflexes, Epic Reputation, Epic Skill Focus, Epic Will, *Improved Classify*, Polyglot, Self-Concealment.

*The infiltrator's Agent of the Order of the Fly feat can be treated as Evil Brand for the purposes of qualifying for this feat.

Example Epic Infiltrator of Beelzebub

Victaroos Palegrin

Rogue 10, Infiltrator of Beelzebub 17

Medium Humanoid (Sapient)

Hit Dice: 27d6+84 (181 hp)

Initiative: +4 (+2 Dex, +2 profane)

Speed: 30 ft. (6 squares)

Armor Class: 30 (+2 Dex, +8 armor, +5 deflection, +5 natural), touch 17, flat-footed 28

Base Attack/Grapple: +18/+19

Attack: +5 keen dagger +24 melee or +25 ranged (1d4+6/17-20)

Full Attack: +5 keen dagger +24/+19/+14 melee or +25 ranged (1d4+6/17-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Dossier of deception* 5/day, sneak attack +5d6, tie loose ends

Special Qualities: Agent of the Order of the Fly, breach, canvas, classify, establish the web, evasion, improved uncanny dodge, interrogate, secure, skill mastery (Bluff, Diplomacy, Intimidate, Sense Motive, Sleight of Hand, Use Magical Device), spider climb, *task force*, trapfinding, trap sense +3, uncanny dodge

Saves: Fort +15, Ref +24, Will +25

Abilities: Str 13, Dex 14, Con 12, Int 16, Wis 21, Cha 16

Skills: Balance +30, Bluff +32, Climb +21 (+23 to climb a rope), Decipher Script +15, Diplomacy +35 (+37 against evil creatures, +48 where he has established a web), Disable Device +23 (+31 when using breach), Disguise +14 (+16 when acting in character), Escape Artist +13 (+15 to escape robe bonds), Forgery +12, Gather Information +24 (+37 where he has established a web), Hide +17, Intimidate +31 (+33 against evil creatures, +44 when using interrogate), Jump +21, Knowledge (nobility and royalty) +8, Knowledge (the planes) +18, Listen +18, Move Silently +15, Open Lock +25 (+33 when using breach), Search +20 (+33 when looking for documents or small objects), Sense Motive +30 (+43 when using interrogate), Sleight of Hand +33 (+46 when lifting documents or small objects), Spot +15 (+28 where he has established a web), Survival +5 (+7 on other planes), Use Magical Device +30 (+32 scrolls), Use Rope +10 (+12 to bind someone)

Feats: Alertness, Combat Expertise, Deceitful, Devotee of Darkness (Beelzebub), Evil Brand, Improved Feint, Improved Toughness, Investigator, Iron Will, Leadership (30), Track

Epic Feats: Epic Reputation, Epic Toughness, Improved Classify

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 27

Treasure: 9,930 gp, +5 *keen dagger*, belt pouch (with 200 sp), *amulet of natural armor* +5, *amulet of the planes*, *boots of swiftness*, *bracers of armor* +8, *cloak of resistance* +5, courtier's outfit, *glove of storing* (x2), *hat of disguise*, iron flask (empty), jewelry (50 gp), masterwork thieves' tools, *portable hole*, *ring of*

protection +5, *ring of spell turning*, *rod of alertness*, *signet ring*, *staff of passage* (46 charges), *staff of power* (50 charges), *wand of cure critical wounds* (44 charges)

Alignment: Lawful evil

Victaroos has received a +3 inherent bonus to his Strength score and a +5 inherent bonus to his Wisdom score.

Agent of the Order of the Fly (Su): Victaroos is a full-fledged Agent of the Order of the Fly and is accorded a special respect by devils not typical for most mortals. He can use spider climb at will (caster level 24th), receives a +2 profane bonus to Initiative checks, and possesses a spell resistance of 47 against any attempt to impede or slow his movement (including effects like dimensional anchor, forcecage, or trap the soul).

Breach (Ex): Victaroos finds it relatively simple to enter into any castle, edifice, keep, temple, or protected location. Victaroos receives a +8 profane bonus to all Disable Device and Open Lock attempts; furthermore, he receives spell resistance equal to 28 against spells such as alarm, hallow, magical circles of protection, prismatic shells and walls, walls of force, and similar abjurations in order to pass through them without harm or setting them off. Victaroos may activate his breach in response to one of the described effects out of turn. He may use breach 3/day and can make one skill check, or one use of spell resistance, per use of the ability.

Canvas (Ex): Victaroos is always looking for more information and resources in pursuit of his goals. As a result, he has exceptional skills in paying attention to surroundings in which he has established the web. In such an environment, Victaroos gains a +13 bonus to Diplomacy, Gather Information, and Spot checks. If Victaroos uses his canvas ability when interacting with a contact, the bonuses are doubled. Victaroos may canvas such areas 2/day.

Classify (Su): Victaroos is a master at maintaining secrets even as he ferrets them out of others. He is immune to divination spells or effects that attempt to discern his location or read his thoughts and/or intents. Furthermore, Victaroos imposes a -13 penalty on all Sense Motive attempts performed against him.

Devotee of Darkness: Once per day, Victaroos can call upon the aid of Beelzebub, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Victaroos gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 27 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Beelzebub (or the Lord of the Flies himself), Victaroos takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Victaroos obtains is ever effective against such creatures.

Dossier of Deception (Sp): Victaroos has collected spell-like abilities that can help him in his intrigues (caster level 15th). He may use his dossier five times per day; for instance, he could employ *disguise self* three times, *nondetection* once, and *greater invisibility* three times, or some other combination of any five dossier abilities.

Establish the Web (Ex): Victaroos has trained well

enough to have initiated professional relationships with beneficial snoops and spies within a variety of organized environments. Every organization may have potential, and likely witless, informants from whom Victaroos can extract information in the future. Thus, Victaroos may establish the web. Victaroos has up to 51 contacts; these contacts are never higher than 14th level. Victaroos may establish the web in up to four organizations of his choice. All Charisma modifier dependant elements related to the web are based upon his actual Charisma score, not upon temporary enhancements.

Each contact is considered to have an attitude of friendly with Victaroos, although certain behaviors (like misleading information, apparent betrayal, etc.) can result in a sudden or gradual reduction in the contact's attitude towards him. The effects of establish the web stack with benefits associated with the Leadership feat.

Interrogate (Ex): Victaroos excels at getting information from another through unspoken threats. He gains a +13 profane bonus to all Intimidate and Sense Motive skill checks. If Victaroos uses interrogate on a contact, the bonuses are doubled; furthermore, the contact does not adjust his attitude towards Victaroos. He may interrogate 3/day and the effect works for one skill check per use.

Secure (Ex): Victaroos excels at lifting documents and small objects (like jewels or small, simple weapons). He receives a +13 circumstance bonus on all Search and Sleight of Hand skill checks when looking for or attempting to take a few scraps of parchment (no more than 10 sheets) or small objects (nothing larger than a dagger). Furthermore, if Victaroos is Searched, he imposes the same value as a penalty to whomever attempts to uncover any items he may have lifted.

Task Force (Sp): On occasion, Victaroos finds it necessary to call on the Order of the Fly for assistance. This can be accomplished in one of two ways. First, Victaroos may contact other plane once per fortnight (caster level 15th). Although Victaroos may believe that he is contacting Beelzebub himself, the truth is that he is actually contacting his infamous Order of the Fly and the devils that work within the Order. The Order is treated as an intermediate deity for all purposes pertaining to this spell-like ability. Second, Victaroos may call an osyluth to the Prime Material plane once per fortnight. This osyluth remains for up to seven days, although its relationship with Victaroos will depend on its level. If Victaroos is of higher HD than the osyluth, the osyluth will obey without question; if the reverse is true, the osyluth will demand a steep price for being brought to the Prime (refer to the lesser planar ally spell for guidelines). In either case, Task Force can only be used once per fortnight.

Tie Loose Ends (Su): At times, Victaroos will find it necessary to erase information and paper trails that may lead back to him. In such cases, he may tie loose ends. Victaroos may accomplish this in one of two ways. First, he may attempt to kill established contacts. Any successful sneak attack against a contact is treated as a modified coup de grace (the base Forti-

tude save is 20 rather than 10). Conversely, he may instead attempt to modify memory on a contact (caster level 24th, save DC 28). In either case, Victaroos may use tie loose ends 3/day, each attempt counting as a use of the power.

Stoic of Mephistopheles

The path of discipline is the path to knowledge, and thus the path to power. Absolute power, therefore, requires absolute discipline, and brings with it absolute knowledge. The stoic of Mephistopheles pursues such knowledge single-mindedly, never allowing such nuisances as morals or emotions to get in the way. Fear cripples, love weakens, anger is naught but a loss of control, and empathy... empathy is nothing more than a hindrance. In time, the pursuit of knowledge and power leads the stoic to become as cold hearted as his master.

Some knowledge is flawed. If knowledge cannot lead to dominion, to control, to ever more power, it is pointless. Sometimes, though, a little creative thinking can lead the stoic to some corrupted use for such knowledge. Understanding how much an individual will sacrifice for a loved one, for instance, appears to have little benefit until the loved one is used as a bargaining chip of great worth. The desire for happiness that plagues so many mortals is but another insignificant bit of life, until the stoic develops a drug to mimic the feeling, thus ensnaring the unwary soul.

Both wizards and sorcerers gravitate to the stoic of Mephistopheles prestige class, with wizards being the most common initiates. Some ex-bards also become stoics, spurning forever the chaos of their former employ.

Table 3-20: The Stoic of Mephistopheles

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special	Spellcasting
1	+0	+0/+0/+2	Stoic sage	+1 level of existing arcane spellcasting class
2	+1	+0/+0/+3		+1 level of existing arcane spellcasting class
3	+1	+1/+1/+3	Cold shoulder	+1 level of existing arcane spellcasting class
4	+2	+1/+1/+4		+1 level of existing arcane spellcasting class
5	+2	+1/+1/+4	Cold heart	+1 level of existing arcane spellcasting class
6	+3	+2/+2/+5		+1 level of existing arcane spellcasting class
7	+3	+2/+2/+5	Cold mind	+1 level of existing arcane spellcasting class
8	+4	+2/+2/+6		+1 level of existing arcane spellcasting class
9	+4	+3/+3/+6	Cold soul	+1 level of existing arcane spellcasting class
10	+5	+3/+3/+7	Contempt for corruption	+1 level of existing arcane spellcasting class

Stoics of Mephistopheles can be found as advisers to leaders of great power, if they are not great leaders themselves. They prefer populated places, although they tend to remain aloof from company. Some can be found in wizard academies, cold-hearted scholars lauded for their brilliant discoveries, though questioned for their methods. Still, their intellectual associates often call the work of the stoic “a necessary evil,” or “for the greater good.” The stoic knows these phrases to be lies and justifications, but does not stop them from spreading. After all, why should he care?

Hit Die: d4

Requirements

To qualify to become a stoic of Mephistopheles, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Skills: Concentration 12 ranks, Knowledge (arcana) 12 ranks, Spellcraft 12 ranks

Feats: Devotee of Darkness (Mephistopheles), Iron Will, Spell Focus (any)

Special: Stoics of Mephistopheles must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be stoic on the process to submit to the will of Mephistopheles, the Lord of the Eighth.

Class Skills

The stoic of Mephistopheles’ class skills (and the key ability for each skill) are: Appraise (Int), Concentration (Con), Craft (any) (Int), Gather Information (Cha), Knowledge (all skills, taken individually), Profession (any) (Wis), Sense Motive (Wis), Speak Language (none), Spellcraft (Int) and Use Magic Device (Cha). See Chapter 4: Skills in the *Player’s Handbook* for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the stoic of Mephistopheles prestige class.

Weapon and Armor Proficiency: Stoics of Mephistopheles gain no proficiency with weapons or armor.

Spells per day: At first level and each level thereafter, the stoic of Mephistopheles gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before adding the prestige class. He does not, however, gain any other benefit a character of that class would have gained (metamagic or item creation feats, hit points beyond those he receives from the prestige class, and so on), except for an increased effective level of spellcasting. If the character had more than one spellcasting class before becoming a stoic of Mephistopheles, he must decide to which class he adds the new level for purposes of determining spells per day.

Stoic Sage (Ex): The stoic of Mephistopheles is disciplined in his spellcasting efforts. He gains a +1 competence bonus on Concentration checks at 1st level. This bonus increases by +1 every second level thereafter (i.e. +2 at 3rd level, +3 at 5th level, etc). This bonus only applies to Concentration checks made in relation to casting or maintaining a spell or spell-like ability.

This discipline also extends to his research. The Stoic chooses any three Knowledge skills, and is thereafter able to ‘max-out’ the skill six ranks higher than usual (i.

e. maximum ranks in the chosen skills will be equal to class levels +9). Alternatively, the stoic can max out his skill ranks in the Spellcraft skill alone six ranks higher than usual (i.e. the bonus is applied to either three Knowledge skills or Spellcraft, not both, and not a combination of the two).

Cold Shoulder (Su): At 3rd level, the stoic becomes forever immune to the following spells: *antipathy*, *crushing despair*, *fear*, *greater heroism*, *heroism*, *hideous laughter*, *rage*, and *sympathy*. At the DM’s option, other spells with similar functions (i.e. emotion-based spells) could also be added to the list of stoic immunities.

Furthermore, the stoic is no longer affected by morale bonuses or penalties of any sort.

Cold Heart (Ex): A 5th level stoic has disciplined his body so much that he forever after gains cold resistance 10.

Cold Mind (Su): A 7th level stoic has become cold and inhuman in every aspect of his thought process. He gains spell resistance equal to his class level + 21 against enchantments and mind-influencing spells and effects.

Cold Soul (Ex): At 9th level, the stoic of Mephistopheles has become impassionate in every fiber of his being. He can automatically cast any spell with an energy descriptor so that it is instead cast as a spell with the cold descriptor; the stoic need not prepare the spell beforehand (in the case of wizards), and the casting time is unaffected. Additionally, spells with the cold descriptor are cast as if the stoic were one level higher, and the save DC increases by +1. The stoic also gains cold immunity.

Contempt for Corruption (Su): The corrupt knowledge with which the stoic acquaints himself on a regular basis no longer has any effect on him. If a spell has a corruption cost, he no longer pays that cost.

Example Stoic of Mephistopheles

Maester Silac the Knower, High Sage of Asnan Wizard 9, Stoic of Mephistopheles 9

Medium Humanoid (Sapient)

Hit Dice: 18d4+18 (64 hp)

Initiative: +1 (+1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 19 (+1 Dex, +5 armor, +3 natural), touch 11, flat-footed 18

Base Attack/Grapple: +8/+8

Attack: +1 *dagger* +9 melee (1d4+1/19-20); or spell +8 melee touch or +9 ranged touch.

Full Attack: +1 *dagger* +9/+4 melee (1d4+1/19-20); or spell +8 melee touch or +9 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Spells

Special Qualities: Cold mind, cold shoulder, immunity to cold, summon familiar, spell resistance 18, stoic sage

Saves: Fort +11, Ref +11, Will +20

Abilities: Str 10, Dex 12, Con 13, Int 27, Wis 15, Cha 11

Skills: Appraise +11, Concentration +11 (+16 when casting or maintaining a spell), Decipher Script +13, Knowledge (arcana) +35, Knowledge (geography) +16, Knowledge (history) +26, Knowledge (nature) +18, Knowledge (religion) +20, Knowledge (the planes) +32, Sense Motive +5, Spellcraft +32, Survival +2 (+4 in natural environments, +4 on other planes, +4 to avoid getting lost), Use Magic Device +0 (+4 to use scrolls)

Feats: Craft Staff, Craft Wondrous Item, Dark Speech, Devotee of Darkness (Mephistopheles), Extraordinary Concentration, Forge Ring, Iron Will, Maximize Spell, Quicken Spell, Scribe Scroll

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 18

Treasure: 558 gp, +1 dagger, amulet of natural armor +3, belt pouch (x4) (with 90 sp), black robes of the archmagi, diamond (500 gp), diamond (1000 gp), eye ointment (of mushroom powder, saffron, and fat; 250 gp), forked metal rod, headband of intellect +6, incense (250 gp), inkpen, jeweled ivory statuette (1,500 gp), pearl (100 gp), polished silver mirror (2 ft. by 4 ft.; 1,000 gp), rectangle of ivory stripes (200 gp), ring of wizardry I, ring of wizardry II, ruby dust (1,500 gp), sapphire lens in a golden loop (1,500 gp), scholar's outfit, scroll case, scroll of arcane sight, scroll of expeditious retreat, scroll of greater dispel magic, scroll of greater invisibility, scroll of identify, scroll of polar ray, scroll of protection from arrows, scroll of teleport, scroll of undetectable alignment, sheet of parchment (x20), spellbook (x4), spell component pouch (x6), staff of frost, vial of ink (1 oz.), wand of charm person (50 charges), wand of magic missile (CL 9th, 50 charges), waterskin.

Alignment: Lawful evil

Maester Silac the Knower, High Sage of Asnan, is one of the most highly sought after men of knowledge outside of Ashtur in the north. Silac is a sage dedicated to the study of high arcana, forbidden magic, artifacts, and the inner planes. He pays incredible fees for adventurers to travel to dangerous places to bring back items long thought destroyed or to confirm legends. What most do not know is that Silac is seeking the means to merge the powers of lichdom and those of the diabolical. He often offers incorrect information to those seeking his aid in order to prompt them to go to places they otherwise wouldn't. He is often called to the court of the Grand Marshall where he is highly respected, if not particularly liked. He does not perceive himself as evil, but has no compunction against killing those that get in his way or learn too much about his goals. He sold his soul to Mephistopheles to improve his odds.

Silac speaks Common, Draconic, Elven, Infernal, and the Dark Speech.

Cold Mind (Su): Silac has become cold and inhuman in every aspect of his thought process. He has spell resistance 30 against enchantments and mind-influencing spells and effects.

Cold Shoulder (Su): Silac is immune to the following spells: antipathy, crushing despair, fear, greater heroism, heroism, hideous laughter, rage, and sympathy. Furthermore, Silac is no longer affected by morale bonuses or penalties of any sort.

Cold Soul (Ex): Silac is dispassionate in every fiber of his being. He can alter an arcane spell when cast so that it utilizes cold energy rather than the one it normally uses. This ability can only alter a spell with the acid, cold, fire, electricity, or sonic descriptor. Silac decides whether to alter the spell's energy type when he begins casting, and the spell's casting time is unaffected. Additionally, spells with the cold descriptor are cast as if Silac were one level higher, and the save DC increases by

+1.

Devotee of Darkness: Once per day, Silac can call upon the aid of Mephistopheles, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Silac gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 18 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Mephistopheles (or the Lord of Loss himself), Silac takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Silac obtains is ever effective against such creatures.

Stoic Sage (Ex): Silac is disciplined in his spellcasting efforts. He gains a +5 competence bonus on Concentration checks made in relation to casting or maintaining a spell or spell-like ability. This discipline also extends to his research. Silac's maximum ranks in Knowledge (arcana), Knowledge (history), and Knowledge (the planes) are equal to his level +9 rather than his level +3.

Typical Wizard Spells Prepared

(4/10/10/6/6/5/5/4/4/2; save DC 18 + spell level): 0 - detect magic, mage hand, message, read magic; 1st - alarm, cause fear, charm person, chill touch, feather fall, identify, magic missile, obscuring mist, shield, true strike; 2nd - alter self, blindness/deafness, blur, detect thoughts, invisibility, misdirection, protection from arrows, see invisibility, shatter, whispering wind; 3rd - deep slumber, dispel magic, fly, gaseous form, nondetection, tongues; 4th - bestow curse, dimension door, enervation, ice storm, scrying, wall of ice; 5th - cloudkill, dominate person, telekinesis, teleport, true strike (quickened); 6th - analyze dweomer, chain lightning, freezing sphere, legend lore, true seeing; 7th - finger of death, fireball (maximized), greater teleport, spell turning; 8th - cone of cold (maximized), horrid wilting, polar ray, power word stun; 9th - power word kill, time stop.

Spellbook 1: 0 - acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue; 1st - cause fear, charm person, comprehend languages, endure elements, feather fall, magic missile, obscuring mist, shield, true strike; 2nd - detect thoughts, protection from arrows, see invisibility, whispering wind; 3rd - deep slumber, fly, gaseous form, tongues; 4th - bestow curse, dimension door, enervation, scrying; 5th - cone of cold, permanency, telekinesis, teleport; 6th - analyze dweomer, legend lore. Pages Used: 96/100

Spellbook 2: 6th - contingency, true seeing; 7th - delayed blast fireball, greater teleport, plane shift, spell turning; 8th - discern location, mind blank, polar ray, protection from spells; 9th - power word kill, mage's disjunction, time stop. Pages Used: 99/100

Spellbook 3: 1st - alarm, chill touch, identify, mage armor; 2nd - alter self, invisibility; 3rd - dispel magic, nondetection; 6th - chain lightning, freezing sphere; 7th - finger of death, forcecage, limited wish; 8th - greater prying eyes, mass charm monster, power word stun; 9th - energy drain, meteor swarm, wish. Pages Used: 98/100

Spellbook 4: 2nd - blindness/deafness, blur, misdirection, shatter; 3rd - clairaudience/clairvoyance, fireball, lightning bolt; 4th - ice storm, wall of ice; 5th - cloudkill, dominate person, feeblemind, mind fog; 8th -

horrid wilting, moment of prescience; 9th - dominate monster. Pages Used: 70/100

Epic Stoic of Mephistopheles

The epic stoic of Mephistopheles is a cold and heartless figure who will go to any lengths for knowledge and arcane might.

Like an epic wizard, the epic stoic should take feats that will improve his spellcasting ability, like Epic Spellcasting or Improved Metamagic, along with metamagic feats. Feats like Improved Cold Mind and Improved Cold Soul can expand on some of the stoic's more unique class abilities.

An epic stoic will typically focus on Intelligence to the exclusion of all other scores – a higher Intelligence gives him more spells per day, makes his spells more difficult to resist, and gives him more skill points to allocate on Knowledge skills.

Hit Die: d4.

Skill Points per Level: 2 + Int modifier.

Table 3-21: The Epic Stoic of Mephistopheles

Class Level	Special	Spellcasting
11		+1 level of existing spellcasting class
12		+1 level of existing spellcasting class
13	Bonus feat	+1 level of existing spellcasting class
14		+1 level of existing spellcasting class
15		+1 level of existing spellcasting class
16	Bonus feat	+1 level of existing spellcasting class
17		+1 level of existing spellcasting class
18		+1 level of existing spellcasting class
19	Bonus feat	+1 level of existing spellcasting class
20		+1 level of existing spellcasting class

Class Features

Spells per Day: The epic stoic of Mephistopheles' class level increases by 1 per level gained above 10th. The epic stoic of Mephistopheles continues to gain new spells per day (and spells known, if applicable) at each new level, up to the maximum spells per day and spells known of the arcane spellcasting class to which the stoic of Mephistopheles belonged before adding the prestige class.

Epic Feats: An epic stoic of Mephistopheles gains a bonus feat (selected from the list of epic stoic bonus feats) every 3 levels beyond 10th.

Epic Stoic of Mephistopheles Bonus Feats: Additional Magic Item Space, Automatic Quicken Spell,

Automatic Silent Spell, Automatic Still Spell, Enhance Spell, Epic Spell Focus, Epic Spell Penetration, Epic Spellcasting, Epic Will, Ignore Material Components, *Improved Cold Mind*, *Improved Cold Soul*, Improved Combat Casting, Improved Heighten Spell, Improved Metamagic, Improved Spell Capacity, Intensify Spell, Multispell, Permanent Emanation, Polyglot, Spell Opportunity, Spell Stowaway, Tenacious Magic.

Example Epic Stoic of Mephistopheles

Maester Silac the Knowers, High Sage of Asnan

Wizard 10, Stoic of Mephistopheles 18

Medium Humanoid (Sapient)

Hit Dice: 28d4+28 (99 hp)

Initiative: +1 (+1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 21 (+1 Dex, +5 armor, +5 natural), touch 11, flat-footed 20

Base Attack/Grapple: +14/+14

Attack: +1 dagger +15 melee (1d4+1/19-20); or spell +14 melee touch or +15 ranged touch.

Full Attack: +1 dagger +15/+10 melee (1d4+1/19-20); or spell +14 melee touch or +15 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Spells

Special Qualities: Cold mind, cold shoulder, contempt for corruption, immunity to cold, summon familiar, spell resistance 18, stoic sage

Saves: Fort +15, Ref +15, Will +30

Abilities: Str 10, Dex 12, Con 13, Int 35, Wis 15, Cha 11

Skills: Appraise +25, Concentration +21 (+29 when casting or maintaining a spell), Decipher Script +27, Diplomacy +2, Knowledge (arcana) +49, Knowledge (architecture and engineering) +22, Knowledge (dungeoneering) +32, Knowledge (geography) +30, Knowledge (history) +48, Knowledge (nature) +32, Knowledge (religion) +34, Knowledge (the planes) +46, Search +12 (+14 to find secret doors or hidden compartments), Sense Motive +15, Spellcraft +47, Survival +2 (+4 in natural environments, +6 on other planes, +4 to avoid getting lost), Use Magic Device +10 (+16 to use scrolls)

Feats: Craft Staff, Craft Wondrous Item, Dark Speech, Devotee of Darkness (Mephistopheles), Extraordinary Concentration, Forge Ring, Iron Will, Maximize Spell, Quicken Spell, Scribe Scroll

Epic Feats: Epic Spellcasting, Epic Will, Improved Cold Mind, Improved Cold Soul, Improved Spell Capacity (10th), Improved Spell Capacity (11th)

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 28

Treasure: 558 gp, +1 dagger, amulet of natural armor +3, belt pouch (x4) (with 90 sp), black robes of the archmagi, diamond (500 gp), diamond (1000 gp), eye ointment (of mushroom powder, saffron, and fat; 250 gp), forked metal rod, headband of intellect +6, incense (250 gp), inkpen, jeweled ivory statuette (1,500 gp), pearl (100 gp), polished silver mirror (2 ft. by 4 ft.; 1,000 gp), rectangle of ivory stripes (200 gp), ring of wizardry I, ring of wizardry II, ruby dust (1,500 gp), sapphire lens in a golden loop (1,500 gp), scholar's outfit, scroll case, scroll of arcane sight, scroll of expeditious retreat, scroll of greater dispel magic, scroll of greater invisibility, scroll of identify, scroll of polar ray, scroll of protection from arrows,

scroll of teleport, scroll of undetectable alignment, sheet of parchment (x20), spellbook (x4), spell component pouch (x6), staff of frost, vial of ink (1 oz.), wand of charm person (50 charges), wand of magic missile (CL 9th, 50 charges), waterskin

Alignment: Lawful evil

Silac has received a +5 inherent bonus to his Intelligence score.

Cold Mind (Su): Silac has become cold and inhuman in every aspect of his thought process. He is immune to enchantments and mind-influencing spells and effects.

Cold Shoulder (Su): Silac is immune to the following spells: antipathy, crushing despair, fear, greater heroism, heroism, hideous laughter, rage, and sympathy. Furthermore, Silac is no longer affected by morale bonuses or penalties of any sort.

Cold Soul (Ex): Silac is dispassionate in every fiber of his being. He can alter an arcane spell when cast so that it utilizes cold energy rather than the one it normally uses. This ability can only alter a spell with the acid, cold, fire, electricity, or sonic descriptor. Silac decides whether to alter the spell's energy type when he begins casting, and the spell's casting time is unaffected. Additionally, spells with the cold descriptor are cast as if Silac were one level higher, the save DC increases by +1, and they ignore cold resistance. Creatures with cold immunity take half damage (unless they have the cold subtype, in which case they remain immune).

Contempt for Corruption (Su): The corrupt knowledge with which Silac acquaints himself on a regular basis no longer has any effect on him. If a spell has a corruption cost, he no longer pays that cost.

Devotee of Darkness: Once per day, Silac can call upon the aid of Mephistopheles, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Silac gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 28 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Mephistopheles (or the Lord of Loss himself), Silac takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Silac obtains is ever effective against such creatures.

Stoic Sage (Ex): Silac is disciplined in his spellcasting efforts. He gains a +9 competence bonus on Concentration checks made in relation to casting or maintaining a spell or spell-like ability. This discipline also extends to his research. Silac's maximum ranks in Knowledge (arcana), Knowledge (history), and Knowledge (the planes) are equal to his level +9 rather than his level +3.

Typical Wizard Spells Prepared (4/10/10/6/6/5/5/5/4/2/2; save DC 22 + spell level): 0 - *detect magic, mage hand, message, read magic*; 1st - *alarm, cause fear, charm person, chill touch, feather fall, identify, magic missile, obscuring mist, shield, true strike*; 2nd - *alter self, blindness/deafness, blur, detect thoughts, invisibility, misdirection, protection from arrows, see invisibility, shatter, whispering wind*; 3rd - *deep slumber, dispel magic, fly, gaseous form, nondetection, tongues*; 4th - *bestow curse, dimension door, enervation, ice storm, scrying, wall of ice*; 5th - *cloudkill, dominate person, telekinesis, teleport, true strike*

(*quicken*); 6th - *analyze dweomer, freezing sphere, legend lore, lightning bolt (maximized), true seeing*; 7th - *finger of death, fireball (maximized), greater teleport, insanity, spell turning*; 8th - *cone of cold (maximized), horrid wilting, polar ray, power word stun, screen*; 9th - *gate, power word kill, shapechange, time stop*; 10th - *chain lightning (quicken), delayed blast fireball (maximized)*; 11th - *greater teleport (quicken), polar ray (maximized)*.

Epic Spells Known (3 per day; save DC 32): *animus blast, epic mage armor, let go of me, soul scry*.

Spellbook 1: 0 - *acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue*; 1st - *cause fear, charm person, comprehend languages, endure elements, feather fall, magic missile, obscuring mist, shield, true strike*; 2nd - *detect thoughts, protection from arrows, see invisibility, whispering wind*; 3rd - *deep slumber, fly, gaseous form, tongues*; 4th - *bestow curse, dimension door, enervation, scrying*; 5th - *cone of cold, permanency, telekinesis, teleport*; 6th - *analyze dweomer, legend lore*. Pages Used: 96/100

Spellbook 2: 6th - *contingency, true seeing*; 7th - *delayed blast fireball, greater teleport, plane shift, spell turning*; 8th - *discern location, mind blank, polar ray, protection from spells*; 9th - *power word kill, mage's disjunction, time stop*. Pages Used: 99/100

Spellbook 3: 1st - *alarm, chill touch, identify, mage armor*; 2nd - *alter self, invisibility*; 3rd - *dispel magic, nondetection*; 6th - *chain lightning, freezing sphere*; 7th - *finger of death, forcecage, limited wish*; 8th - *greater prying eyes, mass charm monster, power word stun*; 9th - *energy drain, meteor swarm, wish*. Pages Used: 98/100

Spellbook 4: 2nd - *blindness/deafness, blur, darkvision, hideous laughter, misdirection, shatter, touch of idiocy*; 3rd - *clairaudience/clairvoyance, explosive runes, fireball, haste, lightning bolt, slow*; 4th - *confusion, ice storm, solid fog, wall of ice*; 5th - *break enchantment, cloudkill, dominate person, feeblemind, mind fog*; 8th - *horrid wilting, moment of prescience*; 9th - *dominate monster*. Pages Used: 98/100

Spellbook 5: 5th - *blight*; 6th - *globe of invulnerability, wall of iron*; 7th - *insanity, teleport object*; 8th - *clenched fist, screen*; 9th - *gate, shapechange*. Pages Used: 65/100

Cardinal of Asmodeus

Only a fool underestimates the might of The Overlord of Hell. His citadel at Malsheem in Nessus holds knowledge lost since before the creation of the Prime, knowledge damning in its power and kept from all. Even Mephistopheles, Lord of Loss, does not know everything, and some secrets will never come to the ears of Beelzebub, the Lord of the Flies. The darkest purposes of Hell are to be had here, standing on the right hand of the greatest of devils.

Some believe, though, that such knowledge can be earned, if only the right path is trod. Every dark act and paradigm to be found in the other eight hells can help find this path, but they are not the path itself. From the first step along this route, redemption is left behind. This is not the way of weaklings. It cannot be traveled halfheartedly. For those willing to pay the price, though,

such power can be had that mortals would never *dream* of.

The cardinal of Asmodeus pursues this lost knowledge, acquiring it piece by piece from the King of Hell himself. He operates as a member of the devil god's clergy, part of its secretive inner circle, meeting by night to decide the fate of nations. The cardinal believes that his plans should be shared on a need-to-know basis, and only *he* needs to know. He is the despot set up as both king and god in the eyes of his subjects. Everyone else is nothing but a tool for the designs of Hell; there is no love, no compassion, no mercy - not for anyone. Even his own family is ruthlessly left by the wayside as he travels the darkest of roads. He seeks ultimately to place himself over others in the same way that the Overlord rules Hell, and in his tyranny he seeks to damn entire nations.

Cardinals always come from the ranks of clerics.

Hit Dice: d6.

Requirements

To qualify to become a cardinal of Asmodeus, a character must fulfill all the following criteria.

Alignment: Lawful Evil

Skills: Bluff 4 ranks, Diplomacy 9 ranks, Intimidate 4 ranks, Knowledge (arcana) 9 ranks, Knowledge (the Planes) or Knowledge (religion) 12 ranks, Knowledge (nobility and royalty) 4 ranks

Feats: Devotee of Darkness (Asmodeus), Leadership

Languages: Infernal

Spells: Ability to cast 5th level divine spells

Special: Cardinals of Asmodeus must have made peaceful contact with a greater devil (at least CR 15). The devil then instructs the would-be cardinal on the process to submit to the will of Asmodeus, The Overlord

of Hell.

Class Skills

The cardinal of Asmodeus' class skills (and the key ability for each skill) are: Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Heal (Wis), Intimidate (Cha), Knowledge (arcane) (Int), Knowledge (history) (Int), Knowledge (local) (Int), Knowledge (nobility and royalty) (Int), Knowledge (religion) (Int), Knowledge (the planes) (Int), Profession (Wis), Sense Motive (Wis), Spellcraft (Int). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 4 + Intelligence modifier.

Class Features

All the following are class features of the cardinal of Asmodeus prestige class.

Weapon and Armor Proficiency: A cardinal of Asmodeus gains proficiency with simple weapons, but not with armor or shields.

Spells per Day: At 2nd level and each level thereafter gained in the cardinal of Asmodeus prestige class, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before adding the prestige class. He does not, however, gain any other benefit a character of that class would have gained (improved chance of controlling or rebuking undead, hit points beyond those he receives from the prestige class, and so on), except for an increased effective level of spellcasting. If a character had more than one spellcasting class before becoming a cardinal of Asmodeus, he must decide which class he adds the new level for purposes of determining spells per day.

Diabolical Sacrament: The primary responsibility of a cardinal of Asmodeus is to increase the power of organized evil. How the cardinal accomplishes this is up to him so long as his actions do not promote chaos, anarchy, or self-centered evil, and certainly not righteousness. In pursuit of this agenda, the cardinal of Asmodeus is rewarded with Diabolical Sacraments as he becomes more successful in his task. Once every other level beginning at 1st level, the cardinal of Asmodeus may select one of the nine Diabolical Sacraments for which he qualifies. In order to acquire a Sacrament, the cardinal must perform the necessary diabolical rites, many of which require a significant amount of financial resources and bloody sacrifices (see sidebar for suggested rituals for each Sacrament).

The Art of Hell (Su): Three times per day the cardinal may select to enhance the power of spells bearing the Evil or Lawful descriptors, or spells from the school of Enchantment as a free action. Evil and Lawful spells find all of their variable modifiers improved as per the Empower Spell Feat; spells from the School of Enchantment receive a +2 bonus to the DC (this bonus stacks with any other bonus).

Table 3-22: The Cardinal of Asmodeus

Class Level	Base Attack Bonus	Fort/Ref/Will Save	Special	Spellcasting
1	+0	+0/+0/+2	Diabolical sacrament, domain of the Overlord	
2	+1	+0/+0/+3		+1 level of existing divine spellcasting class
3	+2	+1/+1/+3	Diabolical sacrament	+1 level of existing divine spellcasting class
4	+3	+1/+1/+4		+1 level of existing divine spellcasting class
5	+3	+1/+1/+4	Diabolical sacrament	+1 level of existing divine spellcasting class
6	+4	+2/+2/+5		+1 level of existing divine spellcasting class
7	+5	+2/+2/+5	Diabolical sacrament	+1 level of existing divine spellcasting class
8	+6	+2/+2/+6		+1 level of existing divine spellcasting class
9	+6	+3/+3/+6	Diabolical sacrament	+1 level of existing divine spellcasting class
10	+7	+3/+3/+7	Rite of the Diabolical See	+1 level of existing divine spellcasting class

Benediction of Hell (Su): The cardinal may grant a blessing to any willing to treat with Hell in the form of a *limited wish*. The results of the *limited wish* occur “naturally” over the course of three days and always to the benefit of Lawful Evil. When the cardinal grants his Benediction to another, he pays no experience cost; however, if the cardinal uses the Benediction for himself, he pays the appropriate cost as described. Those who take advantage of a Benediction of Hell always end up “owing” the cardinal. Within nine days of the Benediction, the cardinal will demand a *quest* upon the client who receives no save against the request and suffers double penalties until the *quest* is fulfilled. Benediction of Hell can be used once per day.

Favored of Hell (Ex): The cardinal of Asmodeus is a dark beacon of evil and villainy, a reflection of his favored status in Hell. The cardinal of Asmodeus receives the benefits of Evil Brand as detailed in the *Book of Vile Darkness*. If the cardinal already possesses Evil Brand, the benefits are doubled. Additionally, the cardinal gains an Imp as a loyal servant.

Gaze of Hell: The cardinal of Asmodeus can channel some of the great evil of Hell through his gaze. The cardinal may cause one of two effects with his Gaze of Hell. First, the Gaze can cause weakness against one target as per *ray of enfeeblement* coupled with *slow*; if struck by the Gaze of Hell, a victim does not receive a save against the *slow* effect. Alternatively, the Gaze may cause *fear* to all within 10 feet of the cardinal as the spell; the save DC equals 14 + the cardinal’s class level + the cardinal’s Charisma modifier. The cardinal’s caster level in either case is equal to his class level + 9. The Gaze of Hell may be used a total of three times per day.

Hegemony of Hell (Su): The cardinal can impose the ordered might of Hell against all tainted by evil within 90 feet of his person, forcing them to obey him as though struck by *mass charm monster* once per day. All evil aligned aberrations, giants, humanoids, magical beasts, monstrous humanoids, and undead possessing fewer combined class levels and/or HD than the Cardinal’s character level can be affected, and receive a base Will saving throw DC of 18 + the cardinal’s class level + the cardinal’s Charisma modifier. Chaotic Evil beings re-


ceive a +4 modifier to their Will saves while Neutral Evil beings receive neither a bonus nor a penalty. Lawful Evil beings suffer a -4 penalty to their save; furthermore, if the Lawful Evil being fails by more than 9 points, it becomes a permanent thrall to the cardinal as though under the effects of *dominate monster*. Otherwise, the Hegemony of Hell persists for 24 hours after which those under its power receive another saving throw with a +1 bonus; this cycle continues until a save is made. Once released from the Hegemony of Hell, the victims perceive the cardinal in a friendly fashion. A cardinal may have as many thralls as his Charisma modifier (including any thralls gained by means of the *Lure of Hell* ability); he has the ability to release a thrall at any time, although doing so is treated as the daily use of Hegemony of Hell. The cardinal must have selected Lure of Hell and Voice of Hell before taking Hegemony.


Legions of Hell (Su): The cardinal can call on the Legions of Hell. 3/day, when the cardinal casts any *summon monster* spell, he casts it as two levels higher and receives double the number of monsters who remain in the Prime Material Plane for two hours. Once per week and at the expense of using the lesser version of Legions of Hell for the next nine days, the cardinal may call a pit fiend as a standard action. The relationship between the pit fiend and the cardinal depends on the cardinal’s character level; if the cardinal possesses a higher character level than the pit fiend’s Hit Dice, the fiend will obey the cardinal to the best of its ability so long as the cardinal’s orders serve the cause of Hell. If the cardinal possesses fewer character levels than the fiend’s Hit Dice, the fiend will issue a *quest* on the cardinal (against which the cardinal has no save) for every request made of it (including combat, *summoning*, etc.). In either case, the pit fiend can remain on the Prime Material for up to nine days, after which another cannot be called for 27 days. The cardinal must have Favored of Hell in order to call a pit fiend.


Lure of Hell (Su): Once per day, the cardinal can proselytize to those not of his alignment. If the cardinal can speak to a single victim for at least one full round with no interruption, he imposes a Will save DC of 13 + the cardinal’s class level + the cardinal’s Charisma

Rituals for Diabolical Sacraments

The Diabolical Sacrament unlocks great powers for the cardinal of Asmodeus. It is for this reason that it is best that the benefits of each sacrament only become available after the cardinal performs a ritual of some kind. Use the following guidelines for the costs of rituals to access the various powers of the Diabolical Sacrament. DMs should note that these rituals assume normal wealth levels for characters. In the case of lower or higher wealth level by level, it is appropriate to adjust the costs discussed below. Likewise, NPC cardinals will have less wealth than PCs and so should pay commensurately less for these rituals at the DM’s discretion.

 **Rite of Command:** This rite requires 3,333gp worth of material components, and is used to gain access to the *Art of Hell*, the *Favored of Hell*, the *Lure of Hell*, and the *Voice of Hell* abilities. In the case of the *Lure of Hell*, the cost is 6,666gp, and in such a case the rite also requires the ritual sacrifice of a cleric, paladin or outsider of good alignment with at least 6 Hit Dice.

 **Rite of Puissance:** This rite requires the destruction of a good-aligned, or otherwise associated with good, magic item worth at least 18,000gp. It allows access to the *Benediction of Hell*, the *Gaze of Hell*, and the *Power of Hell* abilities. In the case of the *Benediction of Hell*, holy texts of a good or chaotic god to the value of 18,000gp must also be destroyed.

 **Rite of Condemnation:** This rite requires that the cardinal offer the soul gems of 33 Hit Dice worth of good creatures (see the *trap the soul* spell for further details, as found in the *Players Handbook*TM) as a sacrifice. It also requires the burning of incense and consumes material components worth an additional 12,000gp. During the rite, the souls trapped in the gems are transferred to Nessus, becoming the property of the Overlord of Hell. This rite is used to gain access to the *Legions of Hell* and the *Hegemony of Hell* abilities.

modifier. If the victim fails, he is subject to one *suggestion* offered by the cardinal and moves a step closer to Lawful Evil. Should the victim become Lawful Evil due to a *suggestion* offered by the cardinal, the victim must make another Will saving throw or become a thrall to the cardinal. A cardinal may have as many thralls as his Charisma modifier.

Power of Hell (Su): Once per day, the cardinal can bolster those who serve him. All within 20 feet receive a +1 profane bonus to all attacks, armor class, rebuke undead checks, saving throws, and skill checks per the cardinal's class level for up to nine rounds so long as they remain within sight of the cardinal. Only thralls or beings currently under a charm or compulsion effect caused by the cardinal benefit from Power of Hell. Those under this effect are surrounded by a molten aura that radiates evil. Power of Hell stacks with *unholy aura* or *shield of law*. A cardinal may select this ability at 3rd level.

Voice of Hell (Su): The cardinal's voice commands attention and respect. The cardinal receives a +1 profane bonus per class level on any Bluff, Diplomacy, Intimidate, or Perform (oratory) check. For every three levels in cardinal, he receives a +1 bonus to language-dependant Enchantment spells DCs (but not cardinal powers).

Domain of the Overlord (Su): At first level, the cardinal of Asmodeus begins to gain access to the true power of Hell. The cardinal can prepare the following spells as domain spells: *command* (1st), *enthrall* (2nd), *bestow curse* (3rd), *charm monster* (4th), *hold monster* (5th), *harm* (6th), *blasphemy* (7th), *trap the soul* (8th), and *dominate monster* (9th). Each of the spells can be prepared in place of a domain spell of the level indicated.

Rite of the Diabolical See: Only the wealthiest and most politically powerful cardinals of Hell attain this level of power. By performing the Rite of the Diabolical See (see Chapter 2: Forbidden Magic), the cardinal calls directly on the power of The Overlord of Hell. If Asmodeus finds the cardinal worthy, he rewards the cardinal greatly for his service to Hell at the expense of his immortal soul. He can see in darkness (even that created by *deeper darkness* spells) and can engage in telepathic communication with any creature within 100 feet. When casting corrupt spells, the cardinal is treated as a devil (and thus does not pay the corrupt cost). Finally, the cardinal receives a +9 bonus to all checks related to summoning a Power of Hell (Duke of Hell, Arch-Devil, or Lord of the Nine); this bonus stacks with those of other cardinals during cooperative or ritual magic.

In return, the cardinal suffers 2 points of Constitution drain; this cannot be restored by any means. Additionally, he takes a -9 penalty to all saves made against spells, spell-like abilities, and supernatural abilities of higher-ranking servants of Asmodeus.

Any attempt to seek *atonement* for his affiliation with Asmodeus requires that the cardinal make a Fortitude save DC 45 every nine hours. Success grants the cardinal more time to seek absolution, although each new save faces an additional +3 to the DC. Failure indicates that the Order of the Lie (q.v.) has tracked the cardinal down, as a blast of brimstone and flames erupt beneath the cardinal (even in mid air or in water). Pit fiend claws then reach up from the portal and drag the cardinal's body into Hell, where the cardinal is damned to endless digestion within Asmodeus for breaking faith.

Example Cardinal of Asmodeus

Dark Cardinal Aelister Crow's Eye

Cleric 9, Cardinal of Asmodeus 10

Medium Humanoid (Sapient)

Hit Dice: 9d8+10d6 (79 hp)

Initiative: +1 (+1 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 24 (+1 Dex, +8 armor, +5 deflection), touch 16, flat-footed 23

Base Attack/Grapple: +13/+14

Attack: *Scepter of the Dark Cardinal* +15 melee (1d8+2 plus 2d6 axiomatic plus 1d6 hellfire plus 2d6 unholy/19-20); or spell +14 melee touch or +14 ranged touch.

Full Attack: *Scepter of the Dark Cardinal* +15/+10/+5 melee (1d8+2 plus 2d6 axiomatic plus 1d6 hellfire plus 2d6 unholy/19-20); or spell +14 melee touch or +14 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Art of Hell, benediction of Hell, hegemony of Hell, lure of Hell, rebuke undead 9/day (+2 synergy bonus), spells, voice of Hell

Special Qualities: Rite of the Diabolical See

Saves: Fort +9, Ref +7, Will +20

Abilities: Str 13, Dex 12, Con 10, Int 16, Wis 23, Cha 22

Skills: Bluff +31, Concentration +18, Craft (sculpture) +13, Decipher Script +10, Diplomacy +30, Disguise +9 (+12 when acting in character), Gather Information +14, Intimidate +27, Knowledge (arcana) +11, Knowledge (nobility and royalty) +12, Knowledge (religion) +20, Knowledge (the planes) +13, Perform (oratory) +19, Profession (composer) +14, Sense Motive +18, Spellcraft +20, Survival +6 (+8 on other planes)

Feats: Dark Speech, Devotee of Darkness (Asmodeus), Eschew Materials, Leadership, Maximize Spell, Persuasive, Quicken Spell, Sacrificial Mastery

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 19

Treasure: 1636 gp, belt pouch (with 200 sp), bracers of armor +8, circlet of persuasion, cloak of charisma +6, eye ointment (of mushroom powder, saffron, and fat), jewelry (100 gp), noble's outfit, periapt of wisdom +6, ring of mind shielding, ring of protection +5, *Scepter of the Dark Cardinal* (+1 axiomatic hellfire unholy light mace with the abilities of a rod of rulership), signet ring, silver unholy symbol (Asmodeus), unholy water font (100 gp), waterskin, winged boots

Alignment: Lawful evil

Dark Cardinal Aelister Crow's Eye is friendly and outgoing, and a prominent and well-known socialite in Bagwin. One of the High Sentinels, he is an accomplished composer and sculpture. He offers the most lavish parties and provides meaningful advice to those that would here it. He often prompts people to look beyond the limitations of social mores if their behavior will offer greater opportunities to Bagwin as a whole. He seeks out the desires of others and offers them for small prices, always ensuring that what they gain in return for what they'll lose is worth the price. Of course, the price is eventually the fool's soul and that's all that Aelister is interested in. He is one of the most powerful cardinals in the world and controls a relatively large cult of devil worshippers across the Golden Plains. His evil is subtle,

but ensures that his master's cult grows larger by the year.

Aelister speaks Common, Draconic, Infernal, and the Dark Speech.

The Art of Hell (Su): Three times per day, Aelister may select to enhance the power of spells bearing the Evil or Lawful descriptors, or spells from the school of Enchantment, as a free action. Evil and Lawful spells find all of their variable modifiers improved as per the Empower Spell feat; Enchantment spells receive a +2 bonus to the DC (this bonus stacks with any other bonus).

Benediction of Hell (Su): Once per day, Aelister may grant a blessing to any willing to treat with Hell in the form of a limited wish. The results of the limited wish occur "naturally" over the course of three days and always to the benefit of Lawful Evil. When Aelister grants his Benediction to another, he pays no experience cost; if, however, he uses the Benediction for himself, he pays the appropriate cost as described. Those who take advantage of a Benediction of Hell always end up "owing" Aelister. Within nine days of the Benediction, he will demand a quest upon the client who receives no save against the request and suffers double penalties until the quest is fulfilled.

Devotee of Darkness: Once per day, Aelister can call upon the aid of Asmodeus, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Aelister gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 19 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Asmodeus (or the Overlord of Hell himself), Aelister takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Aelister obtains is ever effective against such creatures.

Hegemony of Hell (Su): Once per day, Aelister can impose the ordered might of Hell against all tainted by evil within 90 feet of his person, forcing them to obey him as though struck by mass charm monster. All evil aligned aberrations, giants, humanoids, magical beasts, monstrous humanoids, and undead possessing fewer than 19 HD can be affected, and must succeed at a Will save (DC 33). Chaotic Evil beings receive a +4 modifier to their Will saves, while Neutral Evil beings receive neither a bonus nor a penalty. Lawful Evil beings suffer a -4 penalty to their save; furthermore, if the Lawful Evil being fails by more than 9 points, it becomes a permanent thrall to Aelister as though under the effects of dominate monster. Otherwise, the Hegemony of Hell persists for 24 hours, after which those under its power receive another saving throw with a +1 bonus; this cycle continues until a save is made. Once released from the Hegemony of Hell, the victims perceive Aelister in a friendly fashion. Aelister may have up to five thralls (including any thralls gained by means of the Lure of Hell ability); he has the ability to release a thrall at any time, although doing so is treated as the daily use of Hegemony of Hell.

Lure of Hell (Su): Once per day, Aelister can proselytize to those not of his alignment. If he can speak to a single victim for at least one full round with no interrup-

tion, Aelister can force it to succeed at a Will save (DC 28) or become subject to one suggestion offered by him and move a step closer to lawful evil. Should the victim become lawful evil due to a suggestion offered by Aelister, the victim must make another Will saving throw or become one of his thralls. Aelister may have up to five thralls at a time.

Rite of the Diabolical See: Having performed the Rite of the Diabolical See and been found worthy by The Overlord of Hell, Aelister has exchanged his immortal soul in exchange for rich diabolical rewards. He can see in darkness (even that created by deeper darkness spells) and can engage in telepathic communication with any creature within 100 feet. When casting corrupt spells, Aelister is treated as a devil (and thus does not pay the corrupt cost). Finally, he receives a +9 bonus to all checks related to summoning a power of Hell (Duke of Hell, arch-devil, or Lord of the Nine); this bonus stacks with those of other cardinals during cooperative or ritual magic.

Voice of Hell (Su): Aelister's voice commands attention and respect. He receives a +10 profane bonus on any Bluff, Diplomacy, Intimidate, or Perform (oratory) check, and a +3 bonus to language-dependant enchantment spell DCs (but not cardinal powers).

Typical Cleric Spells Prepared
(6/7+1/7+1/6+1/6+1/5+1/4+1/3+1/3+1; save DC 16 + spell level): 0 - *create water, detect magic, detect poison, mending, purify food and drink, read magic*; 1st - *bane, cause fear, command, comprehend languages, disguise self*, obscuring mist, protection from good, sanctuary*; 2nd - *darkness, death knell, desecrate, detect thoughts*, hold person, shatter, silence, zone of truth*; 3rd - *bestow curse, blindness/deafness, clairaudience/clairvoyance*, deeper darkness, locate object, protection from energy, speak with dead*; 4th - *cure critical wounds, death ward, divination*, divine power, freedom of movement, sending, tongues*; 5th - *commune, greater command, false vision*, righteous might, slay living, true seeing, unhallow*; 6th - *blade barrier, greater dispel magic, harm, heal, mislead*, word of recall*; 7th - *blasphemy, dictum, greater scrying, legend lore*, mass inflict serious wounds*; 8th - *discern location, flame strike (maximized), polymorph any object*, unholy aura*; 9th - *energy drain, implosion, miracle, time stop**.

*Domain spell. Domains: Knowledge (all Knowledge skills are cleric class skills; cast divination spells at +1 caster level), Overlord (prestige domain), Trickery (Bluff, Disguise, and Hide are cleric class skills).

Epic Cardinal of Asmodeus

The epic cardinal of Asmodeus stands amongst the greatest of the mortal servants of Hell. Often lording over entire countries as tyrannical dictators, few can match an epic cardinal's penchant for domination.

An epic cardinal will often take feats that improve his spellcasting ability, such as Epic Spellcasting, Improved Spell Capacity, Multispell, or epic metamagic feats. He may also take feats that will help to ensure his stranglehold over his minions (such as Epic Leadership or Epic Reputation).

Charisma is important to a cardinal, as it improves his ability to manipulate others and be seen as a strong leader. Wisdom is also important, as his spellcasting ability relies upon it.

Hit Die: d6.

Skill Points per Level: 4 + Int modifier.

Table 3-23: The Epic Cardinal of Asmodeus

Class Level	Special	Spellcasting
11		+1 level of existing spellcasting class
12		+1 level of existing spellcasting class
13		+1 level of existing spellcasting class
14	Bonus feat	+1 level of existing spellcasting class
15		+1 level of existing spellcasting class
16		+1 level of existing spellcasting class
17		+1 level of existing spellcasting class
18	Bonus feat, diabolic sacrament	+1 level of existing spellcasting class
19		+1 level of existing spellcasting class
20		+1 level of existing spellcasting class

Class Features

Diabolic Sacrament: At 18th level, and every 9 levels thereafter (until level 45), the epic cardinal may learn a new diabolic sacrament.

Spells per Day: The epic cardinal of Asmodeus' caster level increases by 1 per level gained above 10th. The epic cardinal of Asmodeus continues to gain new spells per day (and spells known, if applicable) at each new level, up to the maximum spells per day and spells known of the divine spellcasting class to which the cardinal of Asmodeus belonged before adding the prestige class.

Epic Feats: An epic cardinal of Asmodeus gains a bonus feat (selected from the list of epic cardinal bonus feats) every 4 levels beyond than 10th.

Epic Cardinal of Asmodeus Bonus Feats: Additional Magic Item Space, Automatic Quicken Spell, Automatic Silent Spell, Automatic Still Spell, Bonus Domain, Enhance Spell, Epic Leadership, Epic Reputation, Epic Skill Focus, Epic Spell Focus, Epic Spell Penetration, Epic Spellcasting, Epic Will, Ignore Material Components, Improved Alignment-Based Casting, Improved Combat Casting, Improved Heighten Spell, Improved Metamagic, Improved Spell Capacity, Intensify Spell, Multispell, Negative Energy Burst, Permanent Emanation, Planar Turning, Polyglot, Spell Opportunity, Spell Stowaway, Spontaneous Domain Access, Tenacious Magic.

Example Epic Cardinal of Asmodeus

Dark Cardinal Aelister Crow's Eye
Cleric 10, Cardinal of Asmodeus 19
Medium Humanoid (Sapient)
Hit Dice: 10d8+19d6+58 (173 hp)

Initiative: +3 (+3 Dex)

Speed: 30 ft. (6 squares)

Armor Class: 31 (+3 Dex, +8 armor, +5 deflection, +5 natural), touch 18, flat-footed 28

Base Attack/Grapple: +19/+23

Attack: *Scepter of the Dark Cardinal* +27 melee (1d8+8 plus 2d6 axiomatic plus 1d6 hellfire plus 2d6 unholy/19-20); or spell +23 melee touch or +22 ranged touch.

Full Attack: *Scepter of the Dark Cardinal* +27/+22/+17 melee (1d8+8 plus 2d6 axiomatic plus 1d6 hellfire plus 2d6 unholy/19-20); or spell +23 melee touch or +22 ranged touch.

Space/Reach: 5 ft./5 ft.

Special Attacks: Art of Hell, benediction of Hell, hegemony of Hell, lure of Hell, rebuke undead 12/day (+4 synergy bonus), spells, voice of Hell

Special Qualities: Favored of Hell, Rite of the Diabolical See

Saves: Fort +16, Ref +13, Will +27

Abilities: Str 18, Dex 17, Con 15, Int 22, Wis 29, Cha 28

Skills: Bluff +57, Concentration +30, Craft (sculpture) +21, Decipher Script +20, Diplomacy +28 (+30 against evil creatures), Disguise +22 (+26 when acting in character), Gather Information +21, Intimidate +43 (+45 against evil creatures), Knowledge (arcana) +16, Knowledge (nobility and royalty) +19, Knowledge (religion) +38, Knowledge (the planes) +28, Perform (oratory) +30, Profession (composer) +24, Sense Motive +21, Spellcraft +38, Survival +9 (+11 on other planes)

Feats: Dark Speech, Devotee of Darkness (Asmodeus), Eschew Materials, Evil Brand, Leadership, Maximize Spell, Persuasive, Quicken Spell, Sacrificial Mastery, Twin Spell

Epic Feats: Epic Leadership (40), Epic Reputation, Epic Spellcasting, Improved Metamagic

Environment: Any land or underground

Organization: Solitary (unique)

Challenge Rating: 29

Treasure: 333 gp, *amulet of natural armor* +5, belt pouch (with 200 sp), *bracers of armor* +8, *circlet of persuasion*, *cloak of charisma* +6, *gem of seeing*, *gloves of arrow snaring*, jewelry (200 gp), noble's outfit, *periapt of wisdom* +6, *ring of mindblank*, *ring of protection* +5, *Scepter of the Dark Cardinal* (+4 axiomatic hellfire unholy light mace with the abilities of a *rod of epic rulership*), signet ring, silver unholy symbol (Asmodeus), unholy water font (100 gp), waterskin, *winged boots*

Alignment: Lawful evil

Aelister has received a +5 inherent bonus to all of his ability scores.

The Art of Hell (Su): Three times per day, Aelister may select to enhance the power of spells bearing the Evil or Lawful descriptors, or spells from the school of Enchantment, as a free action. Evil and Lawful spells find all of their variable modifiers improved as per the Empower Spell feat; Enchantment spells receive a +2 bonus to the DC (this bonus stacks with any other bonus).

Benediction of Hell (Su): Once per day, Aelister may grant a blessing to any willing to treat with Hell in the form of a limited wish. The results of the limited wish occur "naturally" over the course of three days and always to the benefit of Lawful Evil. When Aelister grants his Benediction to another, he pays no experience cost; if, however, he uses the Benediction for himself, he pays the appropriate cost as described. Those who take advantage of a Benediction of

Hell always end up "owing" Aelister. Within nine days of the Benediction, he will demand a quest upon the client who receives no save against the request and suffers double penalties until the quest is fulfilled.

Devotee of Darkness: Once per day, Aelister can call upon the aid of Asmodeus, granting him a +3 profane bonus to any one roll. Against chaotic or good foes, Aelister gains a +1 profane bonus to Armor Class, and once per day can gain a +2 profane bonus on saving throws against a spell with the chaotic or good descriptor. He also gains spell resistance 29 against chaotic and good spells and spell-like abilities.

Whenever dealing with a higher-ranking servant of Asmodeus (or the Overlord of Hell himself), Aelister takes a -2 penalty on attacks, checks, and other rolls, a -3 penalty to Armor Class, and a -6 penalty to saving throws. In addition, no spell resistance Aelister obtains is ever effective against such creatures.

Favored of Hell (Ex): Aelister is a dark beacon of evil and villainy, a reflection of his favored status in Hell. He has received Evil Brand as a bonus feat. Additionally, Aelister has an imp which serves him loyally.

Hegemony of Hell (Su): Once per day, Aelister can impose the ordered might of Hell against all tainted by evil within 90 feet of his person, forcing them to obey him as though struck by mass charm monster. All evil aligned aberrations, giants, humanoids, magical beasts, monstrous humanoids, and undead possessing fewer than 19 HD can be affected, and must succeed at a Will save (DC 33). Chaotic Evil beings receive a +4 modifier to their Will saves, while Neutral Evil beings receive neither a bonus nor a penalty. Lawful Evil beings suffer a -4 penalty to their save; furthermore, if the Lawful Evil being fails by more than 9 points, it becomes a permanent thrall to Aelister as though under the effects of dominate monster. Otherwise, the Hegemony of Hell persists for 24 hours, after which those under its power receive another saving throw with a +1 bonus; this cycle continues until a save is made. Once released from the Hegemony of Hell, the victims perceive Aelister in a friendly fashion. Aelister may have up to five thralls (including any thralls gained by means of the Lure of Hell ability); he has the ability to release a thrall at any time, although doing so is treated as the daily use of Hegemony of Hell.

Lure of Hell (Su): Once per day, Aelister can proselytize to those not of his alignment. If he can speak to a single victim for at least one full round with no interruption, Aelister can force it to succeed at a Will save (DC 41) or become subject to one suggestion offered by him and move a step closer to lawful evil. Should the victim become lawful evil due to a suggestion offered by Aelister, the victim must make another Will saving throw or become one of his thralls. Aelister may have up to five thralls at a time.

Rite of the Diabolical See: Having performed the Rite of the Diabolical See and been found worthy by The Overlord of Hell, Aelister has exchanged his immortal soul in exchange for rich diabolical rewards. He can see in darkness (even that created by deeper darkness spells) and can engage in telepathic communication with any creature within 100 feet. When casting corrupt spells, Aelister is treated as a devil (and thus does not pay the corrupt cost). Finally, he receives a +9 bonus to all checks related to summoning a power of Hell (Duke of Hell, arch-devil, or Lord of the Nine); this bonus stacks with those of other cardinals during cooperative or ritual magic.

Voice of Hell (Su): Aelister's voice commands attention and respect. He receives a +14 profane bonus on any Bluff, Diplomacy, Intimidate, or Perform (oratory) check, and a +6 bonus to language-dependant enchantment spell DCs (but

not cardinal powers).

Typical Cleric Spells Prepared (6/7+1/7+1/6+1/6+1/6+1/5+1/4+1/4+1/4+1; save DC 19 + spell level): 0 - *create water, detect magic, detect poison, mending, purify food and drink, read magic*; 1st - *bane, cause fear, command, comprehend languages, deathwatch, disguise self*, obscuring mist, protection from good, sanctuary*; 2nd - *calm emotions, darkness, desecrate, detect thoughts*, hold person, shatter, silence, zone of truth*; 3rd - *bestow curse, blindness/deafness, contagion, clairaudience/clairvoyance*, deeper darkness, locate object, protection from energy, speak with dead*; 4th - *cure critical wounds, death ward, divination*, divine power, freedom of movement, poison, sending, tongues*; 5th - *commune, death knell (quickened), greater command, false vision*, righteous might, slay living, spell resistance, unhallow*; 6th - *blade barrier, greater dispel magic, harm, heal, mislead*, word of recall*; 7th - *blasphemy, dictum, greater restoration, greater scrying, legend lore*, mass inflict serious wounds*; 8th - *dimensional lock, discern location, fire storm, flame strike (twinned), polymorph any object*, unholy aura*; 9th - *energy drain, harm (twinned), implosion, miracle, storm of vengeance, time stop**.

*Domain spell. Domains: Knowledge (all Knowledge skills are cleric class skills; cast divination spells at +1 caster level), Overlord (prestige domain), Trickery (Bluff, Disguise, and Hide are cleric class skills).

Epic Spells Known (3 per day; save DC 29): *epic mage armor, let go of me, ruin, spell worm*.

Infernal Speaker

The forces of Hell, whether they are the wicked Sovereigns of Sin or the vile Lords of the Nine, are always seeking more slaves, and some of the best slaves are those with arcane might. Sorcerers and wizards, forever seeking more knowledge, have often turned to the powers of Hell, willing to make deals with the most debased fiends in Creation. While many become eternally damned for their shortsighted foolishness, others are fully aware of what they will lose - and what they will gain - by dealing with Hell. To these, the powers of Hell teach the secrets to unlocking more arcane might through the Infernal tongue.

Among the most fiendish of Hell's mortal servants are those who speak The Word of the Arcane in infernal. Known as infernal speakers, these evil wizards and sorcerers serve the will and cause of Lawful Evil gods and devils while they pursue ever-greater knowledge and power. By learning the true, hidden language of Hell, the infernal speaker further empowers herself, drawing on the profane evil of The Pit and the devils therein.

Infernal speakers come from a variety of backgrounds, although all can claim a significant degree of personal charm and intellect (very few are known for their wisdom). Their numbers are surprisingly high, bolstered by the work of tyrannical churches and diabolical cults who find worthy worshippers to undergo the heinous rite of passage, referred to in whole as the Nine Words of Perdition. There are also those who seek the language of Hell on their own, knowing that mastery of it will grant them great power. No matter the case, those who seek to undergo the Nine Words of Perdition forever lose their souls to the forces of Hell as they put their heinous words into horrific action.

Although most infernal speakers are lawful and despotic, there are some more dedicated to uncovering ever more dread secrets than establishing a new world order. Still, these are the minority. Infernal speakers tend to serve either

as the immediate advisor to a powerful figure, or may direct things from behind a web of secrecy and intrigue. But, they are not afraid of direct confrontation when it proves necessary, as many would-be heroes have learned to their eternal lament.

Hit Dice: d4.

Requirements

To qualify to become an infernal speaker, a character must fulfill all the following criteria.

Alignment: Lawful Evil or Neutral Evil.

Skills: Diplomacy 3 ranks, Knowledge (the Planes) or Knowledge (religion) 3 ranks, Knowledge (arcana) 8 ranks.

Feats: Dark Speech, Devotee of Darkness (any), Spell Focus (Conjuration) or Spell Focus (Enchantment) or Spell Focus (Evocation)

Languages: Infernal.

Spells: Ability to cast 3rd level arcane spells.

Special: Infernal speakers must have made peaceful contact with a powerful devil (at least CR 10). They are then further instructed as to how complete the required sacrifices in pursuit of more power.

Class Skills

The infernal speaker's class skills (and the key ability for each skill) are: Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Knowledge (Int) (any skill selected separately), Profession (Wis), Spellcraft (Int). See Chapter 4: Skills in the *Player's Handbook* for skill descriptions.

Skill Points at Each Level: 2 + Intelligence modifier.

Class Features

All the following are class features of the infernal speaker prestige class.

Weapon and Armor Proficiency: Infernal speakers gain

no additional proficiency in any weapon or armor.

Spells per Day: At first level and every other level thereafter gained in the infernal speaker class, and finally at 10th level, the character gains new spells per day as if she had also gained a level in a spellcasting class she belonged to before adding the prestige class. She does not, however, gain any other benefit a character of that class would have gained (improved chance of controlling or rebuking undead, metamagic or item creation feats, hit points beyond those he receives from the prestige class, and so on), except for an increased effective level of spellcasting. If a character had more than one spellcasting class before becoming an infernal speaker, she must decide which class she adds the new level for purposes of determining spells per day.

Slave of Hell (Su): Those who delve into the forbidden lore of Hell are immediately and irrevocably scarred by it. As a slave of Hell, the infernal speaker is utterly and completely evil, so much so that she cannot be healed by divine magic cast by one serving a good god or cause. So potent is this restriction that not even potions or magic items brewed or crafted by good aligned divine casters benefit an infernal speaker. The magic does not harm the infernal speaker, it just doesn't have any effect. Secondly, for the purpose of *detect evil* spells (or *detect law* for Lawful Evil characters), the infernal speaker is measured as a cleric for aura strength. Finally, the infernal speaker acquires fire resistance 10 and a +4 bonus on saves against poison.

The Word of War (Su): Drawing on the power of Hell's first layer, an infernal speaker is permanently infused with toughened skin allowing her to better serve her new masters. The skin of the infernal speaker reddens and there are hints of scales near hair follicles and on joints. The infernal speaker acquires a permanent +3 increase to her natural armor. The infernal speaker may also cast *summon monster* (Lawful Evil only) spells as if one level higher than her caster level.

The Word of Trust (Su): By submitting herself to the power of Hell's second layer, the infernal speaker gains the trust and admiration of weak-willed mortals. Once per day, the infernal speaker may cast *charm person* as a Sorcerer equal to the speaker's total character levels. The Will save DC is 13 + the infernal speaker's Charisma bonus (the DC does not receive any benefit from Spell Focus and similar feats).

The Word of Greed (Su): Infernal speakers are ever greedy for more power and knowledge. An infernal speaker may select any non-epic Metamagic or Item Creation Feat, even if she doesn't meet the prerequisites (except in the case of alignment prerequisites).

The Word of Suffering (Su): Infernal speakers, now familiar with the pain of being utterly damned, can share their pain with other beings. An infernal speaker can cause their eyes to turn blood red and cause *fear* as a Sorcerer equal to the caster's total character level once per day. The Will save DC is 16 + the infernal speaker's Charisma bonus. The Word of Suffering affects all within 20 feet of the infernal speaker. A creature that successfully saves cannot be

Table 3-24: The Infernal Speaker

Class Level	Base Attack Bonus	Fort Save	Special	Spellcasting
1	+0	+0/+0/+2	Slave of Hell	+1 level of existing arcane spellcasting class
2	+1	+0/+0/+3	The word of war	
3	+1	+1/+1/+3	The word of trust	+1 level of existing arcane spellcasting class
4	+2	+1/+1/+4	The word of greed	
5	+2	+1/+1/+4	The word of suffering	+1 level of existing arcane spellcasting class
6	+3	+2/+2/+5	The word of treachery	
7	+3	+2/+2/+5	The word of destruction	+1 level of existing arcane spellcasting class
8	+4	+2/+2/+6	The word of secrecy	
9	+4	+3/+3/+6	The word of the forbidden	+1 level of existing arcane spellcasting class
10	+5	+3/+3/+7	Scion of Hell	+1 level of existing arcane spellcasting class

affected by the infernal speaker's Word of Suffering for one day.

The Word of Treachery (Su): An infernal speaker can impose her will against others, forcing them to betray their loved ones, convictions, and beliefs. Once per day, an infernal speaker can attempt to *dominate person* as the spell as a Sorcerer equal to the caster's class level plus any other spellcasting levels. The Will save is 17 + the infernal speaker's Charisma bonus (the DC does not receive any benefit from Spell Focus and similar feats).

The Word of Destruction (Su): Infernal speakers can draw on the destructive powers of Hell, concentrating them into a blast of diabolical energy. A number of times per day equal to her Charisma modifier (if positive) +1 (minimum 1), the Speaker can unleash a line of Hell's Fire. This line of diabolical energy is five feet wide, travels 10 feet per class level, and deals 1d4 points of damage per class level. The Reflex save DC for half damage is 15 + the infernal speaker's Charisma modifier, but half of the damage is pure diabolical energy, thus protections against heat and flame only grant partial immunity to the infernal speaker's Word of Destruction. To better survive the destructive elements associated with Hell, infernal speakers also gain either acid resistance 10 or cold resistance 10.

The Word of Secrecy (Su): The infernal speaker gains the ability to see into the places wherein she has no business. Once per day, the speaker may gain a +10 bonus to any Intelligence or Charisma-based Skill check; or, in lieu of the Skill check bonus, the Speaker may add a +3 bonus to the DC of all spells cast. In either case, the Word of Secrecy has a duration equal to the speaker's Charisma modifier (if positive) divided by three (round up, minimum one). Thus an infernal speaker with a Charisma score of 16 can use Word of Secrecy for one round once per day, whereas if she had a Charisma score of 26 she could use it for three rounds once per day. The infernal speaker also discovers a loophole that allows her to *summon* twice the normal number of Lawful Evil monsters at a given time who serve for twice the duration. This only applies to any *summon monster* spell, and not to *gate* or other *summon* spells.

The Word of the Forbidden (Su): By delving into the depths of Hellish intellect, an infernal speaker may select any feat even if she does not meet the prerequisites.

Scion of Hell (Ex): As a complete slave to the powers of Hell, the infernal speaker also serves as a diplomat of sorts, able to *commune* with any Duke, Arch-Devil or Lord of the Nine once per week as a spell-like ability in order to better understand the will of Hell in all things. Additionally, the infernal speaker is able to prepare and cast *wish* as if he had access to a single 9th level spell per day. Until such time as he actually gains 9th level slots, the ability to prepare and cast *wish* costs the infernal speaker one 6th level spell slot and one 3rd level spell slot (these are inaccessible only on days that the infernal speaker chooses to have access to *wish*). When the character advances in spellcasting ability enough to allow her access to *wish*, these costs disappear; the infernal speaker does not gain an extra spell slot to cater for casting *wish*. Finally, the speaker receives total immunity to fire and poison.

The Sovereigns of Sin

In *The Godspell* campaign setting, there are three Lawful Evil gods. Known as the Sovereigns of Sin, these three gods make their residences in the Nine Hells of Perdition. Bythal Dalax, Dauth Alman, and Lestonises are devils in every sense save name. They do all in their power to drag the world of Midlorr into tyranny, stagnation, and damnation. The relationship the Sovereigns of Sin have with devils is complex. Each god has unique arrangements with the Lords of the Nine, taking advantage of legions of common devils and maintaining large realms within three different layers. However, and unsurprisingly, there is no love lost between the Sovereigns and the Lords but plenty of distrust and hate. Among each other, two of the Sovereigns grudgingly answer to Dauth Alman, the Dark Sovereign and the Adversary. The architect of countless plots, the Eternal Foe's machinations have brought Midlorr to the brink of disaster countless times. The forces of good fear that eventually one of Dauth Alman's ploys will spell the end of time for Midlorr.

Bythal Dalax (Intermediate Goddess)

Symbol: A black, hissing serpent coiling up to the hilt of a bloody serrated dagger, the point down, on the black triangle filled with green flames.

Portfolio: Vengeance, Punishment, Assassins, Serpents.

Domains: Death, Evil, Law.

Dauth Alman (Greater God)

Symbol: Three pairs of midnight purple feathered wings sprouting from the center of a six point, silver-edged black crown surrounded by black and purple clouds with lightning coursing across the entire image.

Portfolio: Damnation, Decadent Rulers, Intrigue, Corruption.

Domains: Destruction, Evil, Law, Trickery.

Lestonises (Lesser God)

Symbol: A crown of ice.

Portfolio: Cold, Tyranny, Callousness, Stagnation.

Domains: Destruction, Law, Water.